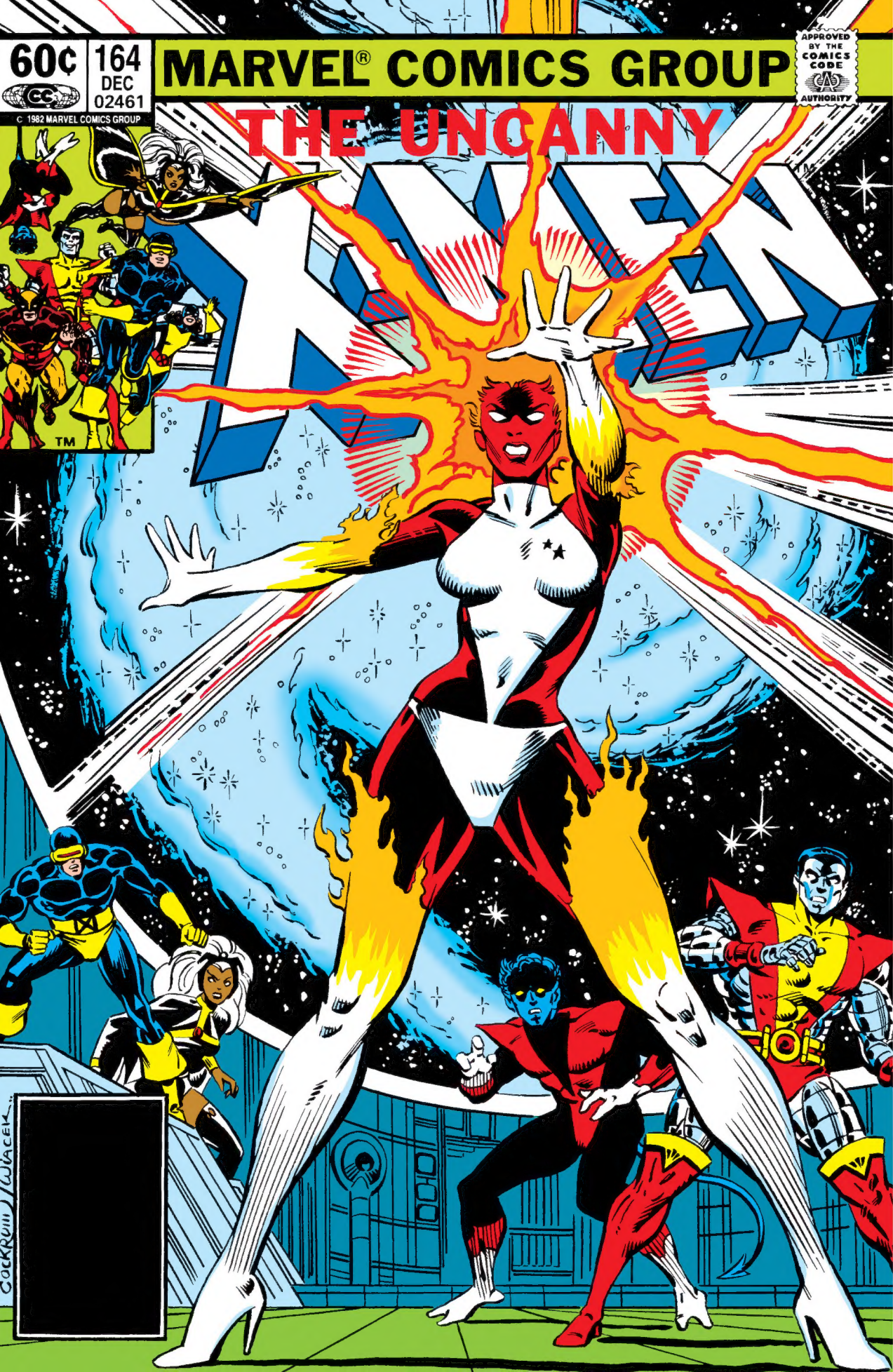
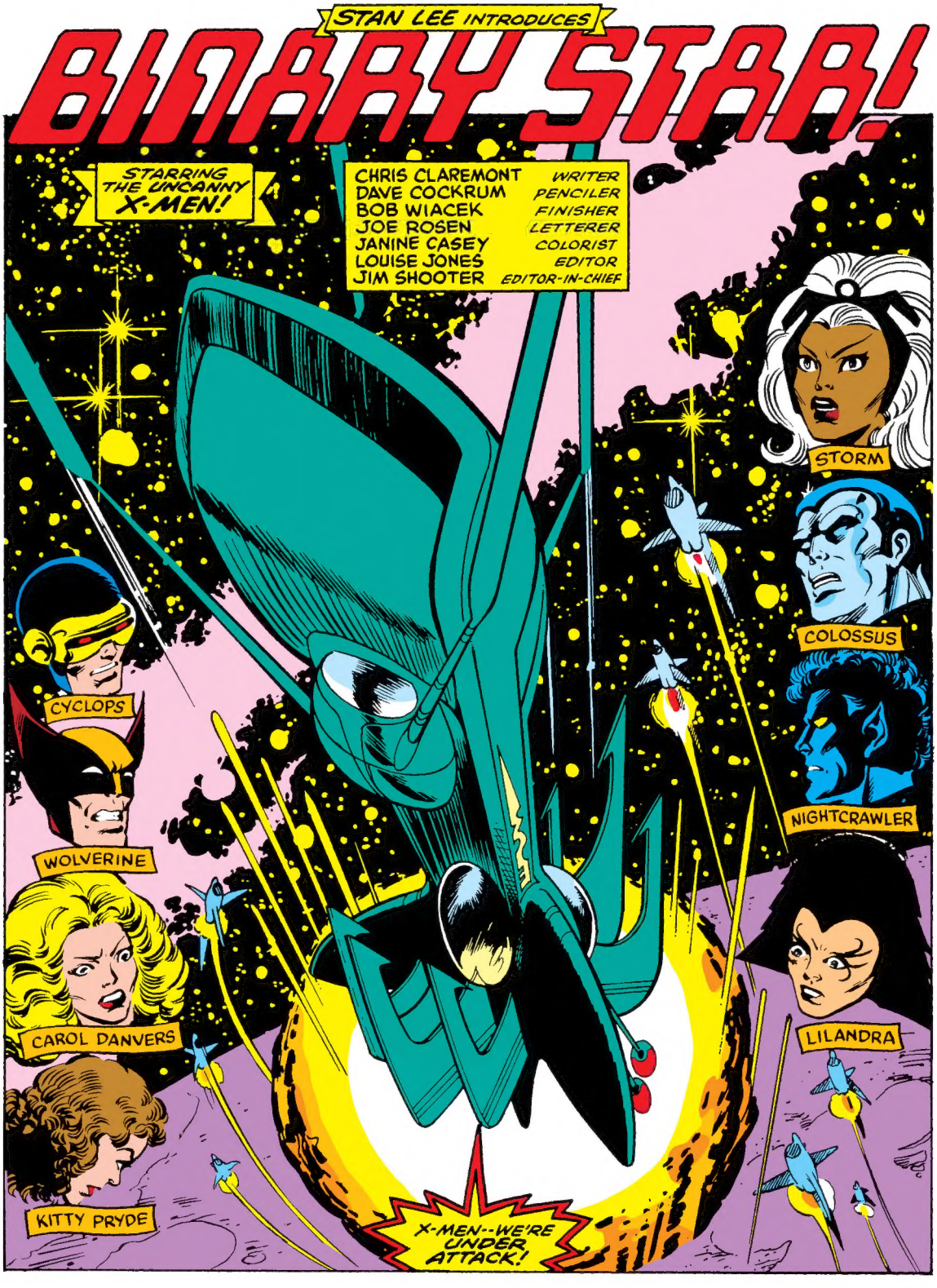
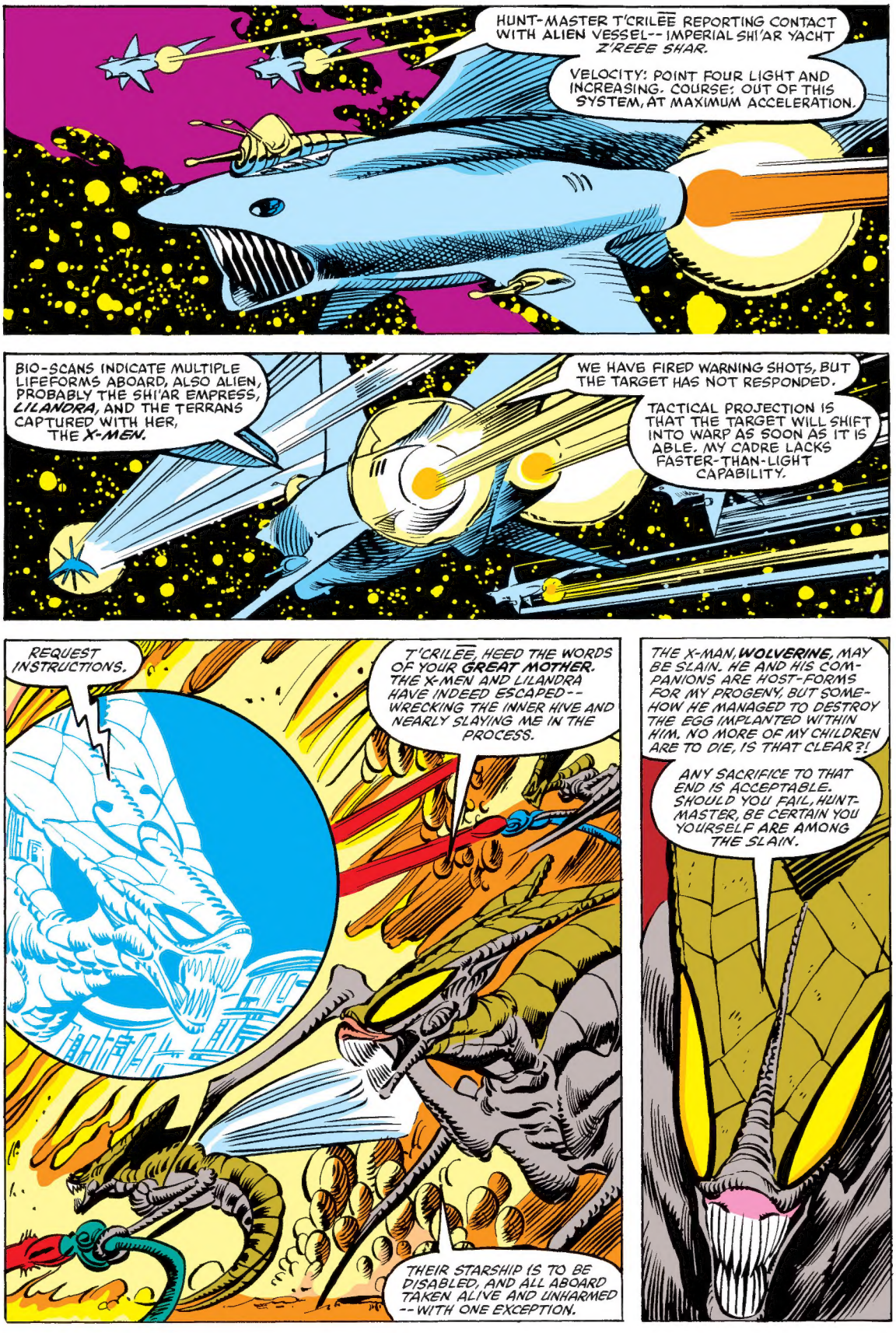
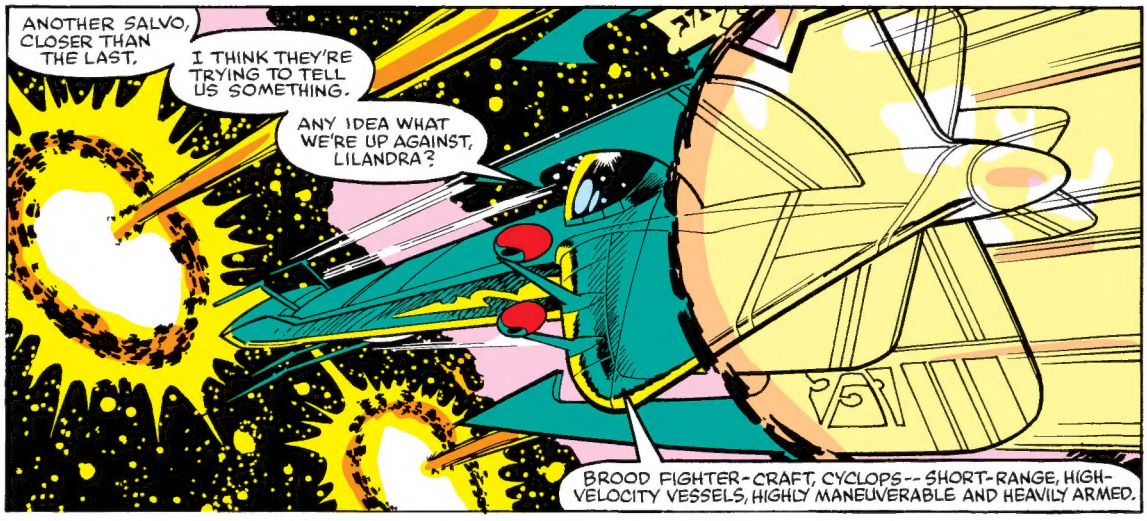
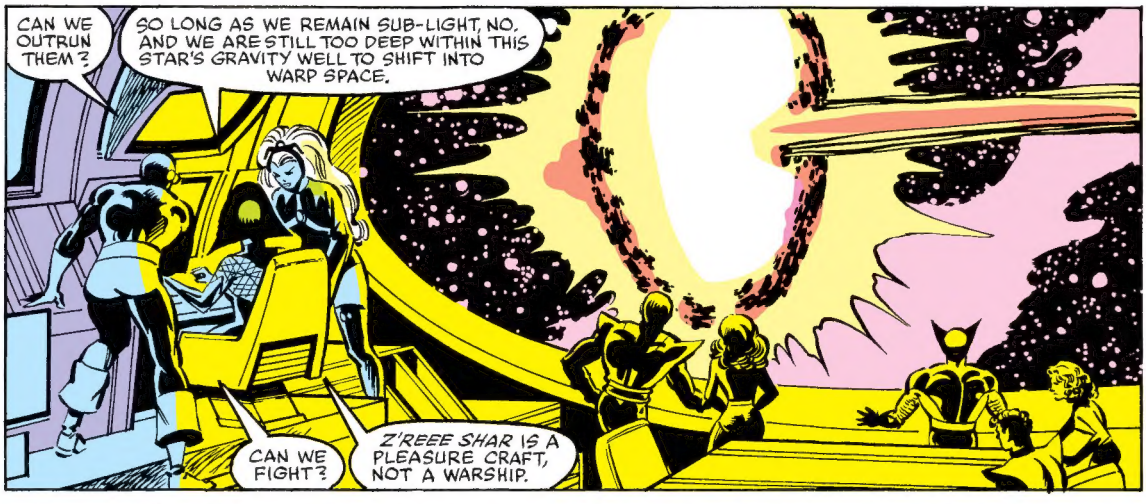

60¢
164
DEC
02461
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
© 1982 MARVEL COMICS GROUP
THE UNCANNY
X-MEN
TM
COCKRUM / WACKER



© 2014 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM


HUNT-MASTER T'CRILEE REPORTING CONTACT WITH ALIEN VESSEL-- IMPERIAL SHI'AR YACHT Z'REEE SHAR.
VELOCITY: POINT FOUR LIGHT AND INCREASING. COURSE: OUT OF THIS SYSTEM, AT MAXIMUM ACCELERATION.
BIO-SCANS INDICATE MULTIPLE LIFEFORMS ABOARD, ALSO ALIEN, PROBABLY THE SHI'AR EMPRESS, LILANDRA, AND THE TERRANS CAPTURED WITH HER, THE X-MEN.
WE HAVE FIRED WARNING SHOTS, BUT THE TARGET HAS NOT RESPONDED.
TACTICAL PROJECTION IS THAT THE TARGET WILL SHIFT INTO WARP AS SOON AS IT IS ABLE. MY CADRE LACKS FASTER-THAN-LIGHT CAPABILITY.
REQUEST INSTRUCTIONS.
T'CRILEE, HEED THE WORDS OF YOUR GREAT MOTHER. THE X-MEN AND LILANDRA HAVE INDEED ESCAPED-- WRECKING THE INNER HIVE AND NEARLY SLAYING ME IN THE PROCESS.
THEIR STARSHIP IS TO BE DISABLED, AND ALL ABOARD TAKEN ALIVE AND UNHARMED -- WITH ONE EXCEPTION.
THE X-MAN, WOLVERINE, MAY BE SLAIN. HE AND HIS COMPANIONS ARE HOST-FORMS FOR MY PROGENY, BUT SOMEHOW HE MANAGED TO DESTROY THE EGG IMPLANTED WITHIN HIM. NO MORE OF MY CHILDREN ARE TO DIE, IS THAT CLEAR?!
ANY SACRIFICE TO THAT END IS ACCEPTABLE. SHOULD YOU FAIL, HUNT-MASTER, BE CERTAIN YOU YOURSELF ARE AMONG THE SLAIN.

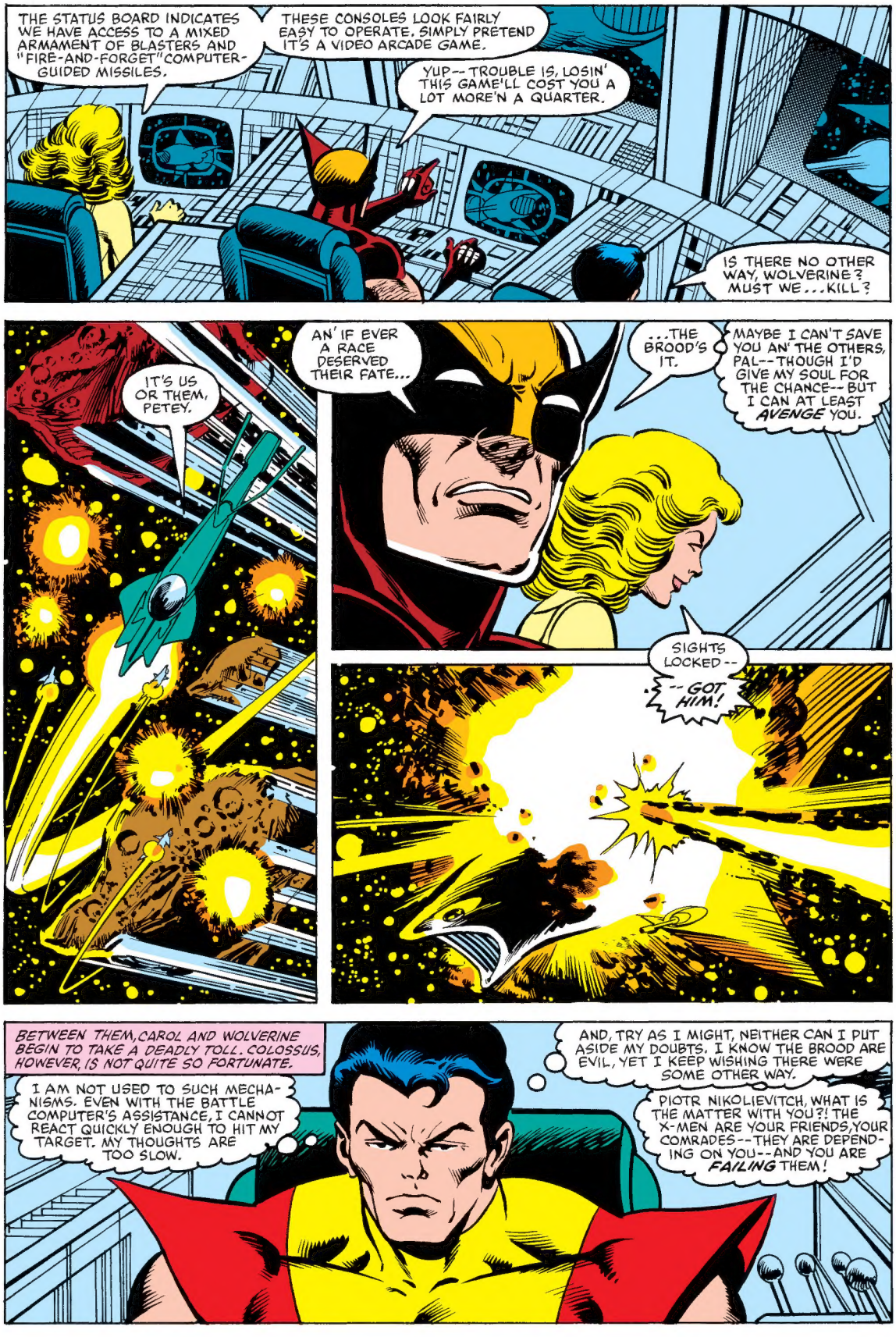

ANOTHER SALVO, CLOSER THAN THE LAST.
I THINK THEY'RE TRYING TO TELL US SOMETHING.
ANY IDEA WHAT WE'RE UP AGAINST, LILANDRA?
BROOD FIGHTER-CRAFT, CYCLOPS-- SHORT-RANGE, HIGH-VELOCITY VESSELS, HIGHLY MANEUVERABLE AND HEAVILY ARMED.

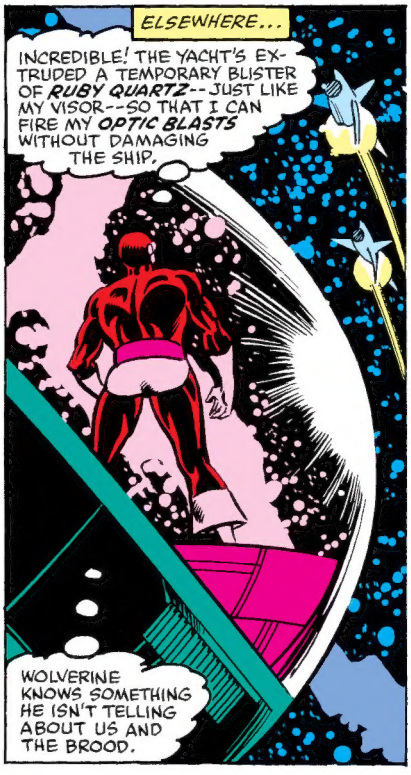

CAN WE OUTRUN THEM?
SO LONG AS WE REMAIN SUB-LIGHT, NO, AND WE ARE STILL TOO DEEP WITHIN THIS STAR'S GRAVITY WELL TO SHIFT INTO WARP SPACE.
CAN WE FIGHT?
Z'REEE SHAR IS A PLEASURE CRAFT, NOT A WARSHIP.

THEY KEEP MISSING, CAROL. THEY MUST BE VERY POOR SHOTS.
FAR FROM IT, COLOSSUS. THEY'RE SHOOTING WIDE DELIBERATELY, TO GET US TO SURRENDER. I WONDER WHY?

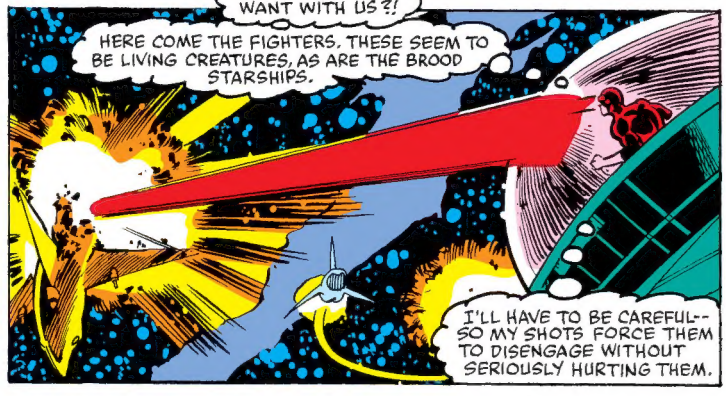
SO DO I. THE BROOD'S BEEN HANDLING US WITH KID GLOVES EVER SINCE THEY KIDNAPPED US.
I CANNOT DIVERT ANY MORE POWER TO THE SHIELDS. I NEED IT FOR THE ENGINES.
WE HAVE WEAPONS, CYCLOPS, MINIMAL THOUGH THEY ARE.

"USE THEM--AND YOUR OWN MUTANT POWERS--TO KEEP THE BROOD AT BAY."
LEAVING KITTY PRYDE TO CARE FOR NIGHTCRAWLER--INJURED DURING THE ESCAPE--
--CAROL DANVERS, COLOSSUS AND WOLVERINE RACE FOR THE WEAPONS CONTROL CENTER.

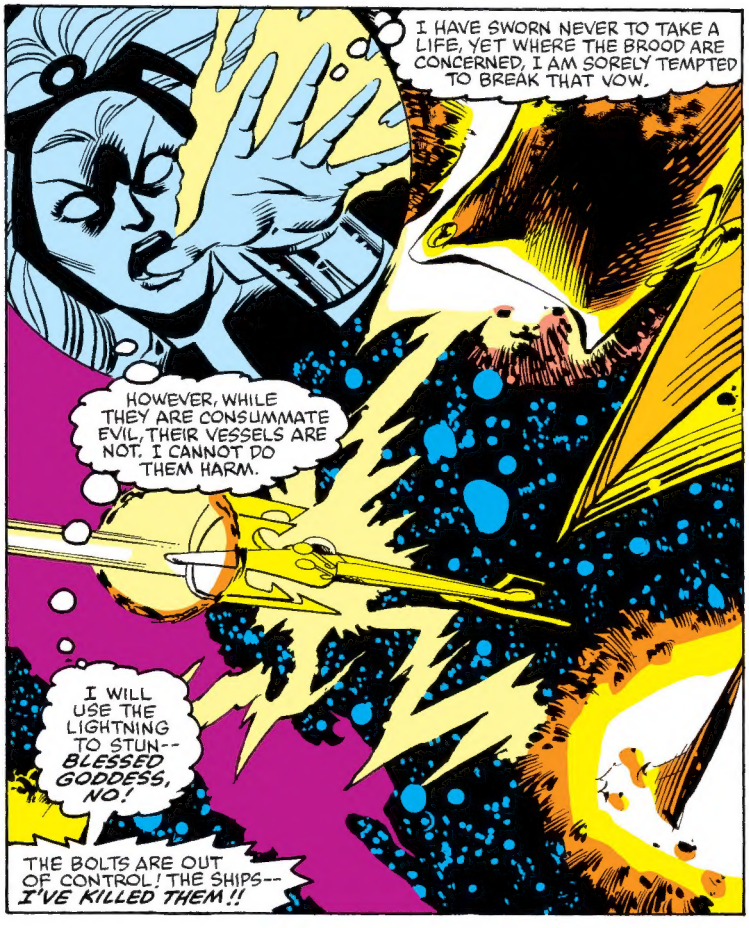

THE STATUS BOARD INDICATES WE HAVE ACCESS TO A MIXED ARMAMENT OF BLASTERS AND "FIRE-AND-FORGET" COMPUTER-GUIDED MISSILES.
THESE CONSOLES LOOK FAIRLY EASY TO OPERATE. SIMPLY PRETEND IT'S A VIDEO ARCADE GAME.
YUP-- TROUBLE IS, LOSIN' THIS GAME'LL COST YOU A LOT MORE'N A QUARTER.
IS THERE NO OTHER WAY, WOLVERINE? MUST WE...KILL?
IT'S US OR THEM, PETEY.
AN' IF EVER A RACE DESERVED THEIR FATE...
...THE BROOD'S IT.
MAYBE I CAN'T SAVE YOU AN' THE OTHERS, PAL--THOUGH I'D GIVE MY SOUL FOR THE CHANCE-- BUT I CAN AT LEAST AVENGE YOU.
SIGHTS LOCKED--
--GOT HIM!
BETWEEN THEM, CAROL AND WOLVERINE BEGIN TO TAKE A DEADLY TOLL. COLOSSUS, HOWEVER, IS NOT QUITE SO FORTUNATE.
I AM NOT USED TO SUCH MECHANISMS. EVEN WITH THE BATTLE COMPUTER'S ASSISTANCE, I CANNOT REACT QUICKLY ENOUGH TO HIT MY TARGET. MY THOUGHTS ARE TOO SLOW.
AND, TRY AS I MIGHT, NEITHER CAN I PUT ASIDE MY DOUBTS. I KNOW THE BROOD ARE EVIL, YET I KEEP WISHING THERE WERE SOME OTHER WAY.
PIOTR NIKOLIEVITCH, WHAT IS THE MATTER WITH YOU?! THE X-MEN ARE YOUR FRIENDS, YOUR COMRADES--THEY ARE DEPENDING ON YOU--AND YOU ARE FAILING THEM!

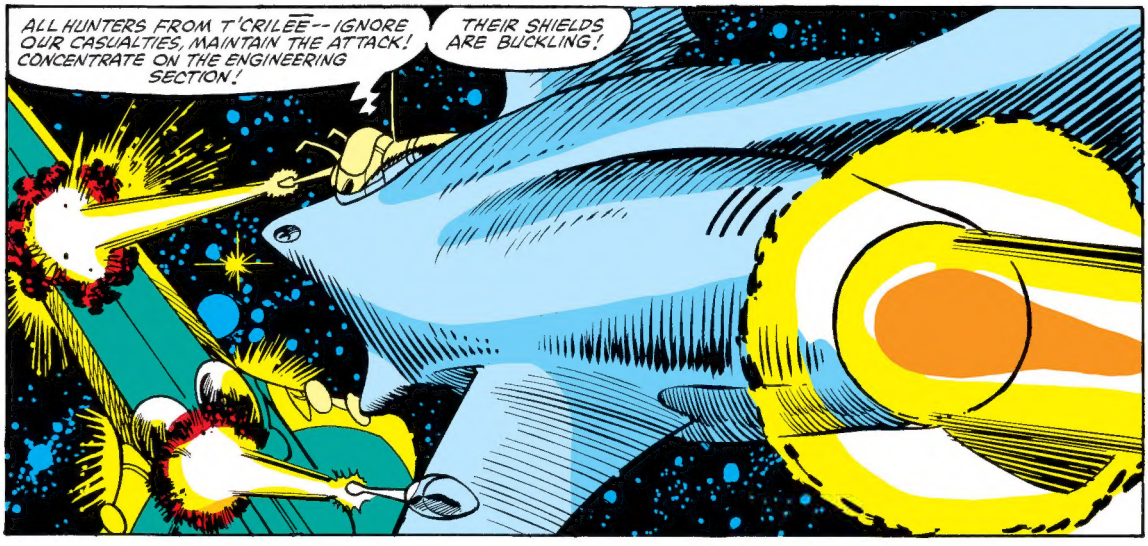

ELSEWHERE...
INCREDIBLE! THE YACHT'S EXTRUDED A TEMPORARY BLISTER OF RUBY QUARTZ--JUST LIKE MY VISOR--SO THAT I CAN FIRE MY OPTIC BLASTS WITHOUT DAMAGING THE SHIP.
WOLVERINE KNOWS SOMETHING HE ISN'T TELLING ABOUT US AND THE BROOD.

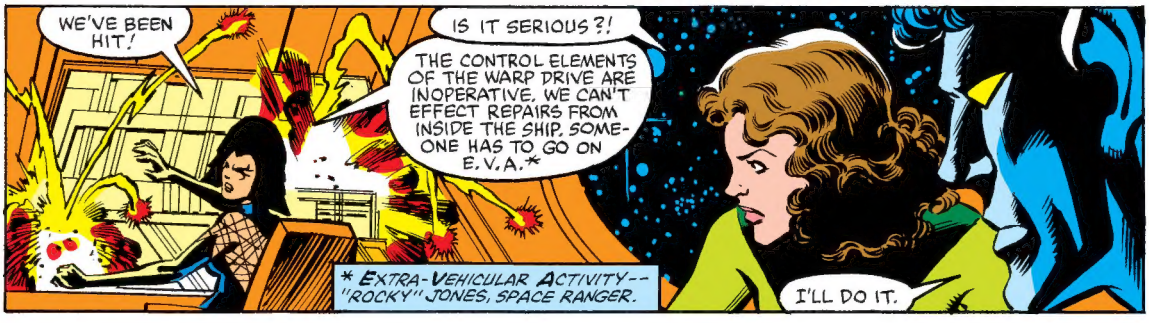
HE'S NEVER BEEN SHY ABOUT SPEAKING HIS MIND BEFORE, SO IT MUST BE AS UNPLEASANT AS IT IS IMPORTANT.
WHEN WE GET OUT OF THIS--IF WE DO--I'LL HAVE TO MAKE HIM TALK. THAT SHOULD BE FUN.
WHY ARE WE HERE?! WHAT DOES THE BROOD WANT WITH US?!


HERE COME THE FIGHTERS. THESE SEEM TO BE LIVING CREATURES, AS ARE THE BROOD STARSHIPS.
I'LL HAVE TO BE CAREFUL--SO MY SHOTS FORCE THEM TO DISENGAGE WITHOUT SERIOUSLY HURTING THEM.

MEANWHILE, ON THE OPPOSITE SIDE OF THE HULL...
MY WEATHER POWERS HAVE LIMITED EFFECTIVENESS IN SPACE.
WE ARE TOO FAR FROM THE SUN--
--AND IT WOULD REQUIRE TOO MUCH CONCENTRATION--FOR ME TO MANIPULATE THE SOLAR WIND. I AM FORCED TO CALL UPON MY LIGHTNING.

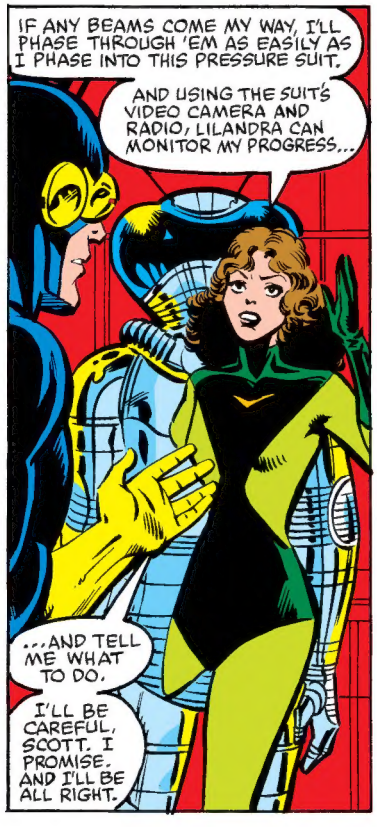

I HAVE SWORN NEVER TO TAKE A LIFE, YET WHERE THE BROOD ARE CONCERNED, I AM SORELY TEMPTED TO BREAK THAT VOW.
HOWEVER, WHILE THEY ARE CONSUMMATE EVIL, THEIR VESSELS ARE NOT. I CANNOT DO THEM HARM.
I WILL USE THE LIGHTNING TO STUN--BLESSED GODDESS, NO!
THE BOLTS ARE OUT OF CONTROL! THE SHIPS--I'VE KILLED THEM!!

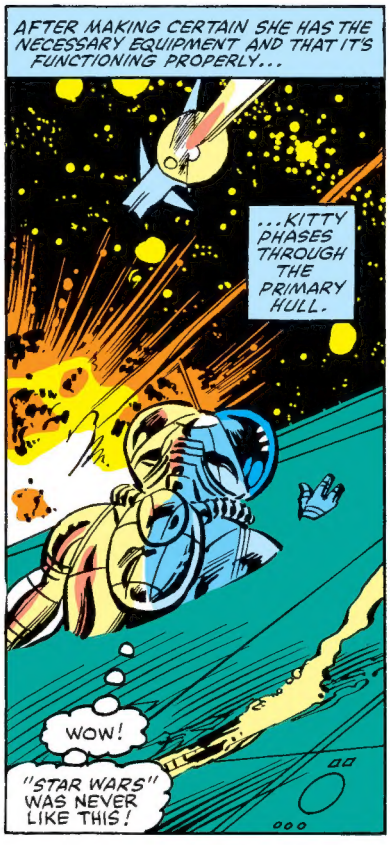

ALL HUNTERS FROM T'CRILEE--IGNORE OUR CASUALTIES, MAINTAIN THE ATTACK! CONCENTRATE ON THE ENGINEERING SECTION!
THEIR SHIELDS ARE BUCKLING!

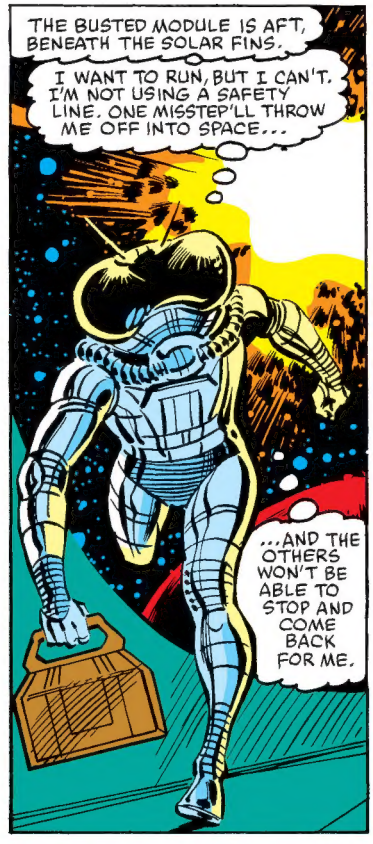

WE'VE BEEN HIT!
IS IT SERIOUS?!
THE CONTROL ELEMENTS OF THE WARP DRIVE ARE INOPERATIVE. WE CAN'T EFFECT REPAIRS FROM INSIDE THE SHIP. SOMEONE HAS TO GO ON E.V.A.*
* EXTRA-VEHICULAR ACTIVITY--"ROCKY" JONES, SPACE RANGER.
I'LL DO IT.

NO YOU WON'T! YOU'RE BARELY ABLE TO STAND.
AND BESIDES, WHAT'LL YOU DO OUT THERE...
...WHEN THE SLEAZOIDS SHOOT AT YOU--DUCK?!

KITTY, WE HEARD WHAT YOU INTEND. I WON'T ALLOW IT!
IT'S TOO DANGEROUS!
THAT'S CRAZY, SCOTT. I'M THE ONLY ONE FOR WHOM IT ISN'T DANGEROUS.

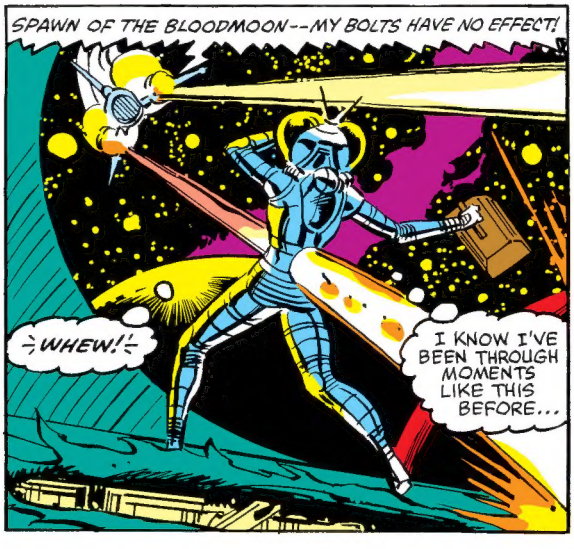

IF ANY BEAMS COME MY WAY, I'LL PHASE THROUGH 'EM AS EASILY AS I PHASE INTO THIS PRESSURE SUIT.
AND USING THE SUIT'S VIDEO CAMERA AND RADIO, LILANDRA CAN MONITOR MY PROGRESS...
...AND TELL ME WHAT TO DO.
I'LL BE CAREFUL, SCOTT. I PROMISE. AND I'LL BE ALL RIGHT.

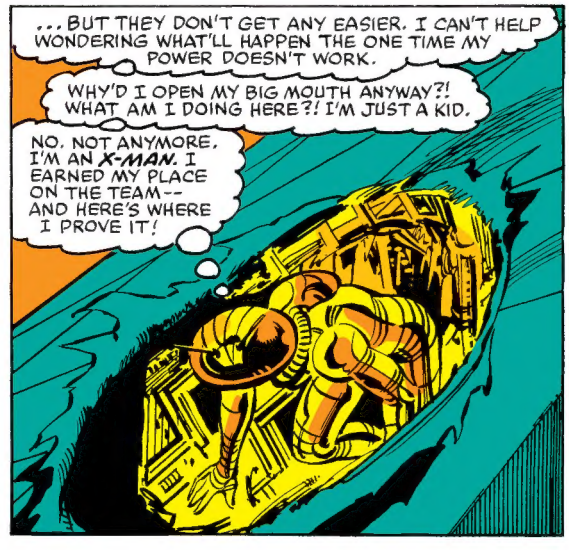

AFTER MAKING CERTAIN SHE HAS THE NECESSARY EQUIPMENT AND THAT IT'S FUNCTIONING PROPERLY...
...KITTY PHASES THROUGH THE PRIMARY HULL.
WOW!
"STAR WARS" WAS NEVER LIKE THIS!

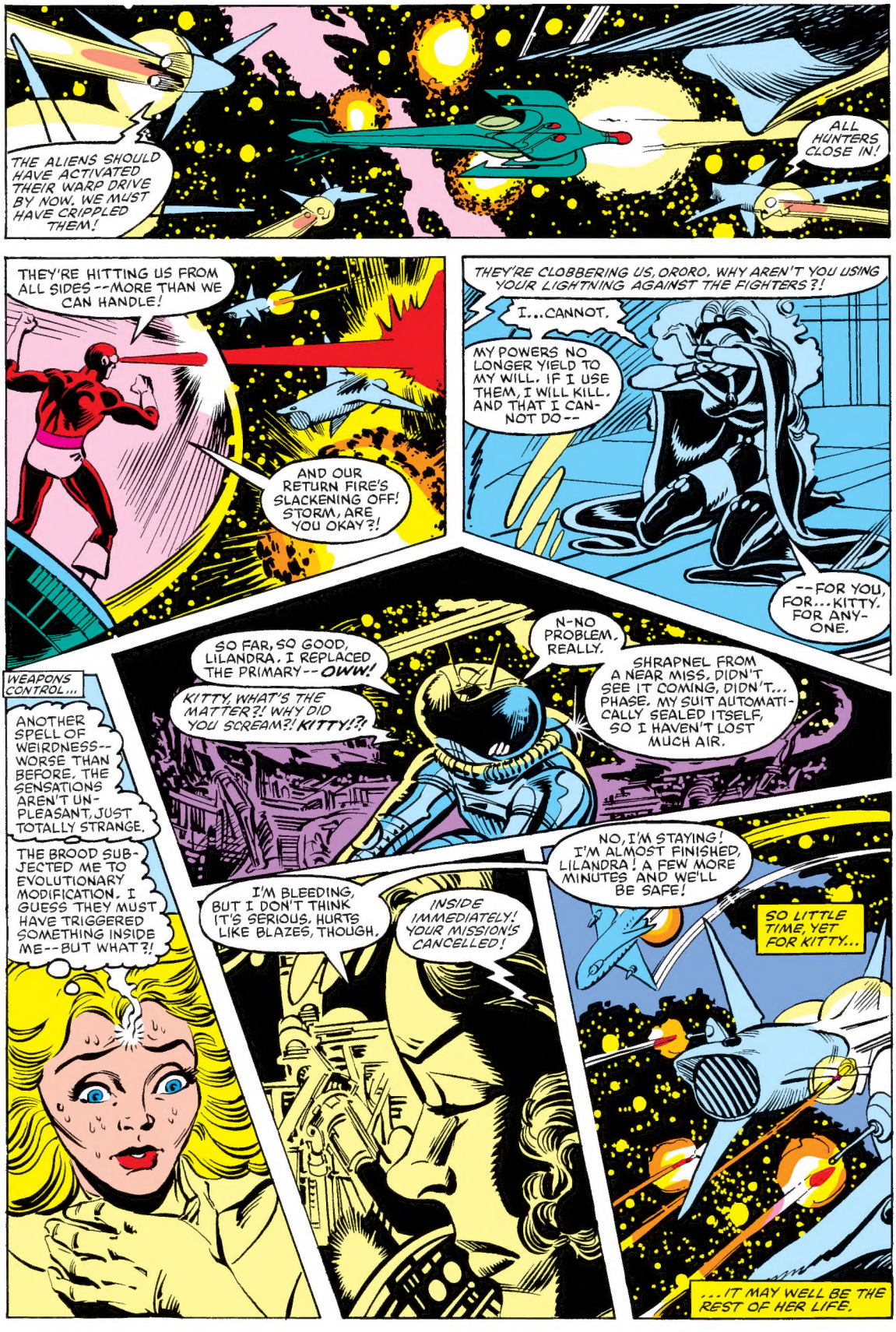

THE BUSTED MODULE IS AFT, BENEATH THE SOLAR FINS.
I WANT TO RUN, BUT I CAN'T. I'M NOT USING A SAFETY LINE. ONE MISSTEP'LL THROW ME OFF INTO SPACE...
...AND THE OTHERS WON'T BE ABLE TO STOP AND COME BACK FOR ME.

AT THAT MOMENT, IN WEAPONS CONTROL...
WHAT THE--?!?
MY VISION SUDDENLY WENT BLURRY--I SAW COLORS, IMAGES I NEVER DREAMED POSSIBLE.
BUT EVERYTHING'S NORMAL NOW. PROBABLY STRESS--A DELAYED REACTION TO THE TREATMENT I RECEIVED FROM THE BROOD.

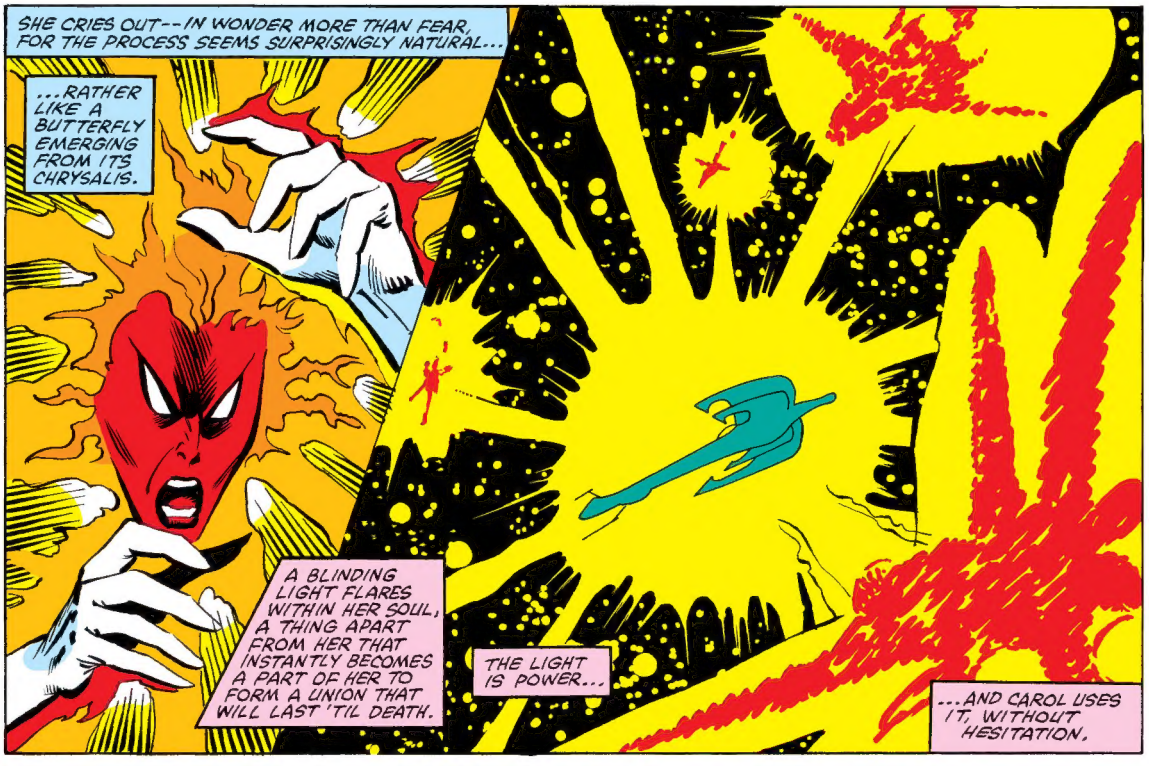
ON THE YACHT'S HULL--AN X-MAN--THE YOUNGLING!
USE STUN AND 'PRESSOR BEAMS ON HER! TRY TO KNOCK HER LOOSE. ONCE SHE'S IN FREE SPACE, WE CAN EASILY TAKE HER PRISONER.

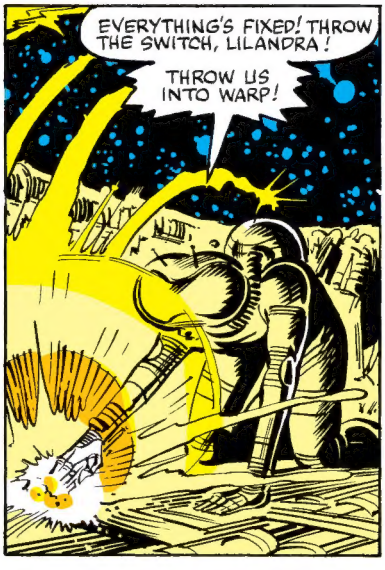

SPAWN OF THE BLOODMOON--MY BOLTS HAVE NO EFFECT!
÷WHEW!÷
I KNOW I'VE BEEN THROUGH MOMENTS LIKE THIS BEFORE...

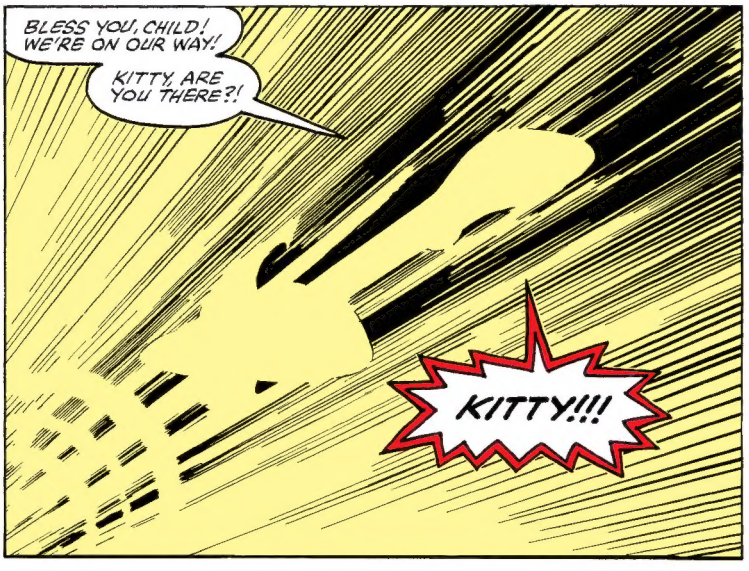

...BUT THEY DON'T GET ANY EASIER. I CAN'T HELP WONDERING WHAT'LL HAPPEN THE ONE TIME MY POWER DOESN'T WORK.
WHY'D I OPEN MY BIG MOUTH ANYWAY?! WHAT AM I DOING HERE?! I'M JUST A KID.
NO. NOT ANYMORE. I'M AN X-MAN. I EARNED MY PLACE ON THE TEAM--AND HERE'S WHERE I PROVE IT!


THE ALIENS SHOULD HAVE ACTIVATED THEIR WARP DRIVE BY NOW. WE MUST HAVE CRIPPLED THEM!
ALL HUNTERS CLOSE IN!
THEY'RE HITTING US FROM ALL SIDES--MORE THAN WE CAN HANDLE!
AND OUR RETURN FIRE'S SLACKENING OFF! STORM, ARE YOU OKAY?!
THEY'RE CLOBBERING US, ORORO. WHY AREN'T YOU USING YOUR LIGHTNING AGAINST THE FIGHTERS?!
I...CANNOT.
MY POWERS NO LONGER YIELD TO MY WILL. IF I USE THEM, I WILL KILL. AND THAT I CANNOT DO--
--FOR YOU, FOR...KITTY. FOR ANYONE.
SO FAR, SO GOOD, LILANDRA. I REPLACED THE PRIMARY--OWW!
KITTY, WHAT'S THE MATTER?! WHY DID YOU SCREAM?! KITTY!?!
N-NO PROBLEM, REALLY.
SHRAPNEL FROM A NEAR MISS, DIDN'T SEE IT COMING, DIDN'T... PHASE. MY SUIT AUTOMATICALLY SEALED ITSELF, SO I HAVEN'T LOST MUCH AIR.
WEAPONS CONTROL...
ANOTHER SPELL OF WEIRDNESS--WORSE THAN BEFORE. THE SENSATIONS AREN'T UNPLEASANT, JUST TOTALLY STRANGE.
THE BROOD SUBJECTED ME TO EVOLUTIONARY MODIFICATION. I GUESS THEY MUST HAVE TRIGGERED SOMETHING INSIDE ME--BUT WHAT?!
I'M BLEEDING, BUT I DON'T THINK IT'S SERIOUS. HURTS LIKE BLAZES, THOUGH.
INSIDE IMMEDIATELY! YOUR MISSION'S CANCELLED!
NO, I'M STAYING! I'M ALMOST FINISHED, LILANDRA! A FEW MORE MINUTES AND WE'LL BE SAFE!
SO LITTLE TIME, YET FOR KITTY...
...IT MAY WELL BE THE REST OF HER LIFE.

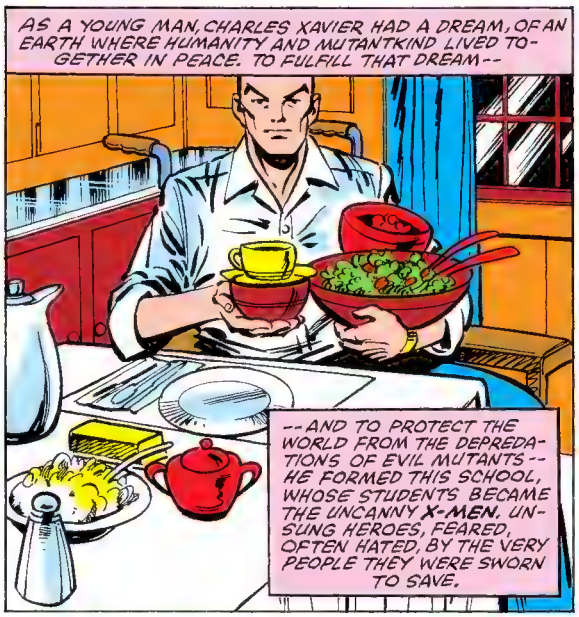
THE SAME, IN A WAY, HOLDS TRUE FOR CAROL.
YEARS AGO, A FREAK ACCIDENT COMBINED THE BEST GENETIC ELEMENTS OF HUMAN AND THE ANCIENT, STAR-FARING KREE TO TRANSFORM HER INTO MS. MARVEL.
AND WHILE SHE LATER LOST HER SUPER-POWERS TO THE MUTANT ROGUE, THOSE HYBRID GENES REMAINED. NOW, THANKS TO THE BROOD'S MEDDLING, THEIR UNTAPPED POTENTIAL IS BEING REALIZED. WITH A VENGEANCE.


SHE CRIES OUT--IN WONDER MORE THAN FEAR, FOR THE PROCESS SEEMS SURPRISINGLY NATURAL...
...RATHER LIKE A BUTTERFLY EMERGING FROM ITS CHRYSALIS.
A BLINDING LIGHT FLARES WITHIN HER SOUL, A THING APART FROM HER THAT INSTANTLY BECOMES A PART OF HER TO FORM A UNION THAT WILL LAST 'TIL DEATH.
THE LIGHT IS POWER...
...AND CAROL USES IT, WITHOUT HESITATION.

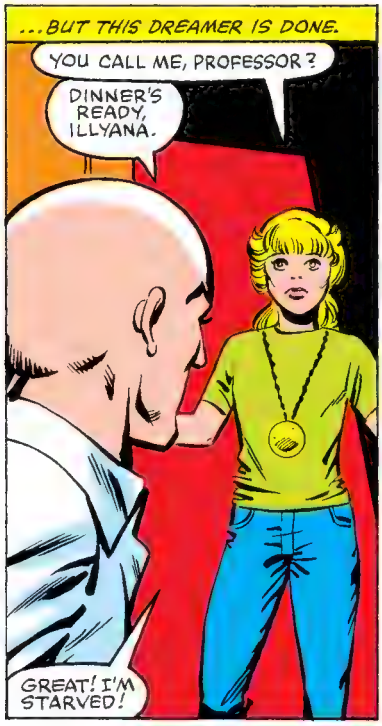

EVERYTHING'S FIXED! THROW THE SWITCH, LILANDRA!
THROW US INTO WARP!

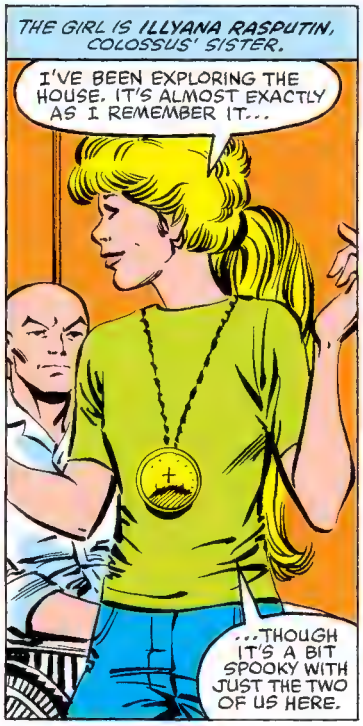

BLESS YOU, CHILD! WE'RE ON OUR WAY!
KITTY, ARE YOU THERE?!
KITTY!!!

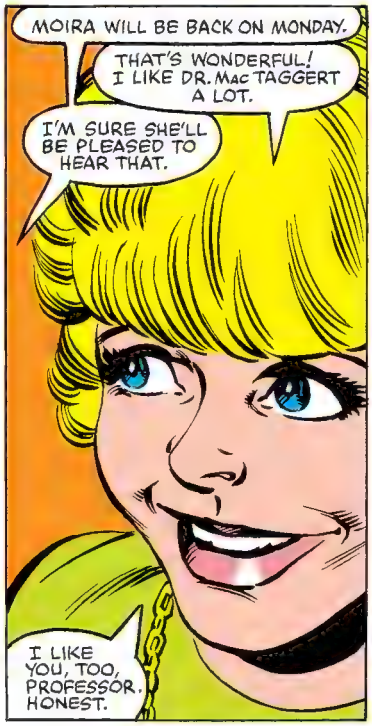
PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS--SALEM CENTER, NEW YORK.
THE TITLE IS SOMETHING OF A MISNOMER THESE DAYS. THOUGH THE MANSION HAS BEEN REBUILT--BETTER THAN BEFORE, COURTESY OF CONSTRUCTION ROBOTS PROVIDED BY LILANDRA--
--THE SCHOOL IS, IN TRUTH, NO MORE.

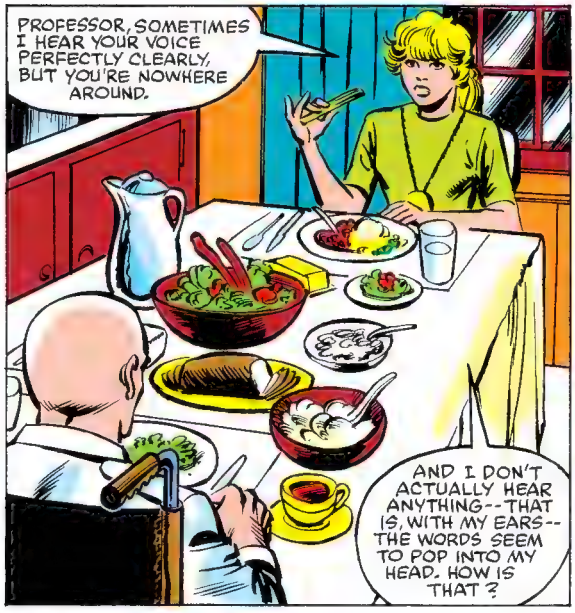

AS A YOUNG MAN, CHARLES XAVIER HAD A DREAM, OF AN EARTH WHERE HUMANITY AND MUTANTKIND LIVED TOGETHER IN PEACE. TO FULFILL THAT DREAM--
--AND TO PROTECT THE WORLD FROM THE DEPREDATIONS OF EVIL MUTANTS--HE FORMED THIS SCHOOL, WHOSE STUDENTS BECAME THE UNCANNY X-MEN. UNSUNG HEROES, FEARED, OFTEN HATED, BY THE VERY PEOPLE THEY WERE SWORN TO SAVE.

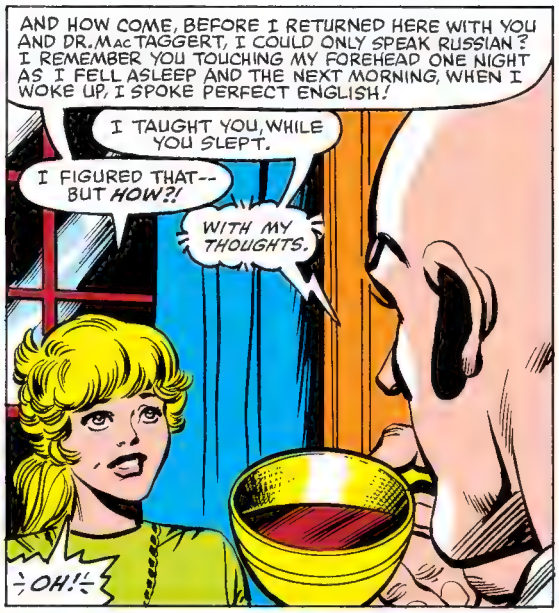
THEY BECAME HIS SURROGATE CHILDREN--WHOM HE LOVED WITH ALL HIS HEART.
AND, SINCE THEIR ABDUCTION, HIS NIGHTS HAVE BECOME HAUNTED, HIS HANDS, HE BELIEVES, COVERED WITH BLOOD.
THE DREAM MAY STILL BE GOOD...

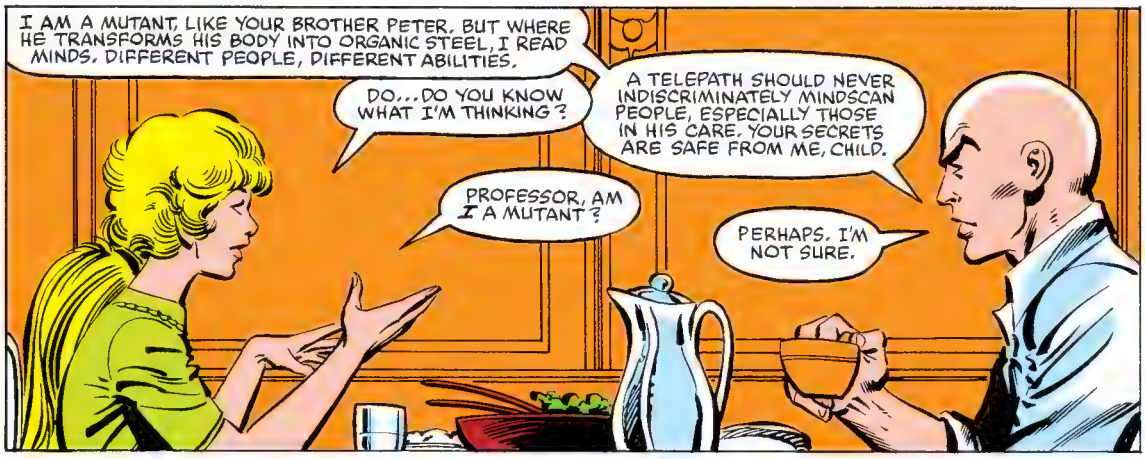

...BUT THIS DREAMER IS DONE.
YOU CALL ME, PROFESSOR?
DINNER'S READY, ILLYANA.
GREAT! I'M STARVED!


THE GIRL IS ILLYANA RASPUTIN, COLOSSUS' SISTER.
I'VE BEEN EXPLORING THE HOUSE. IT'S ALMOST EXACTLY AS I REMEMBER IT...
...THOUGH IT'S A BIT SPOOKY WITH JUST THE TWO OF US HERE.

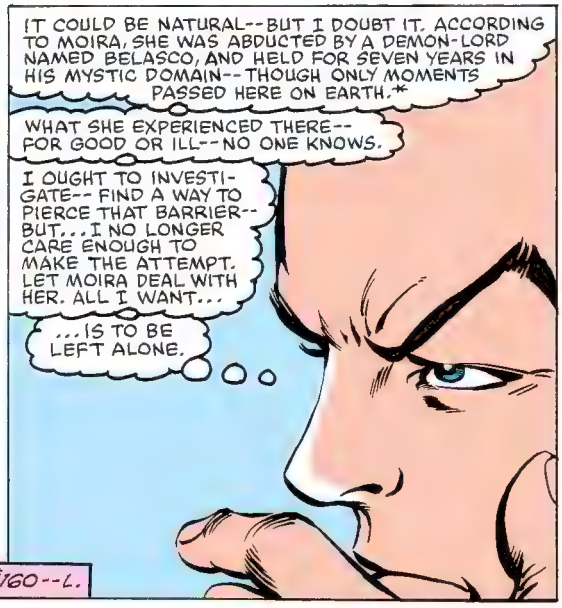

MOIRA WILL BE BACK ON MONDAY.
THAT'S WONDERFUL! I LIKE DR. MAC TAGGERT A LOT.
I'M SURE SHE'LL BE PLEASED TO HEAR THAT.
I LIKE YOU, TOO, PROFESSOR. HONEST.


PROFESSOR, SOMETIMES I HEAR YOUR VOICE PERFECTLY CLEARLY, BUT YOU'RE NOWHERE AROUND.
AND I DON'T ACTUALLY HEAR ANYTHING--THAT IS, WITH MY EARS--THE WORDS SEEM TO POP INTO MY HEAD. HOW IS THAT?

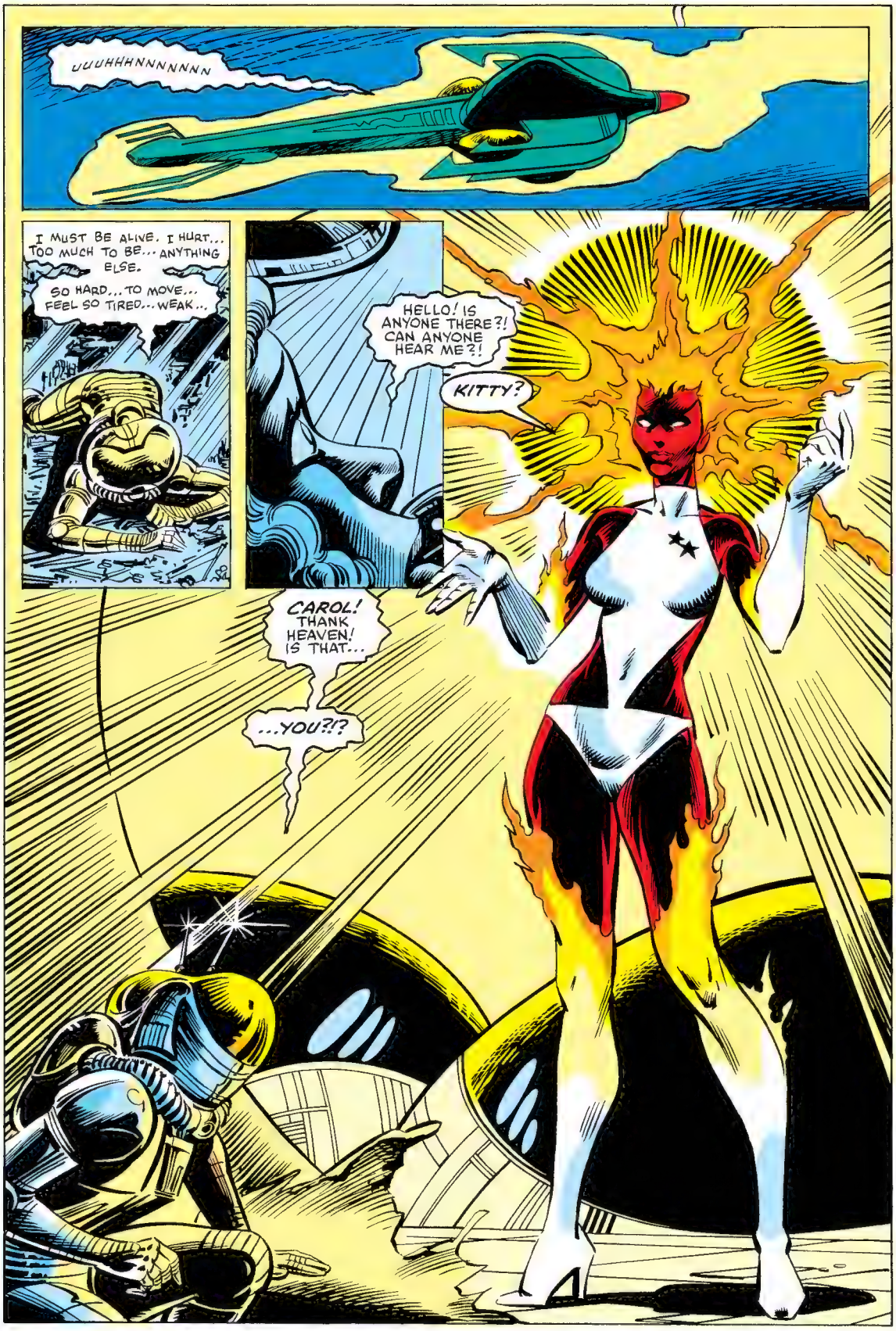

AND HOW COME, BEFORE I RETURNED HERE WITH YOU AND DR. MACTAGGERT, I COULD ONLY SPEAK RUSSIAN? I REMEMBER YOU TOUCHING MY FOREHEAD ONE NIGHT AS I FELL ASLEEP AND THE NEXT MORNING, WHEN I WOKE UP, I SPOKE PERFECT ENGLISH!
I TAUGHT YOU, WHILE YOU SLEPT.
I FIGURED THAT--BUT HOW?!
WITH MY THOUGHTS.
OH!

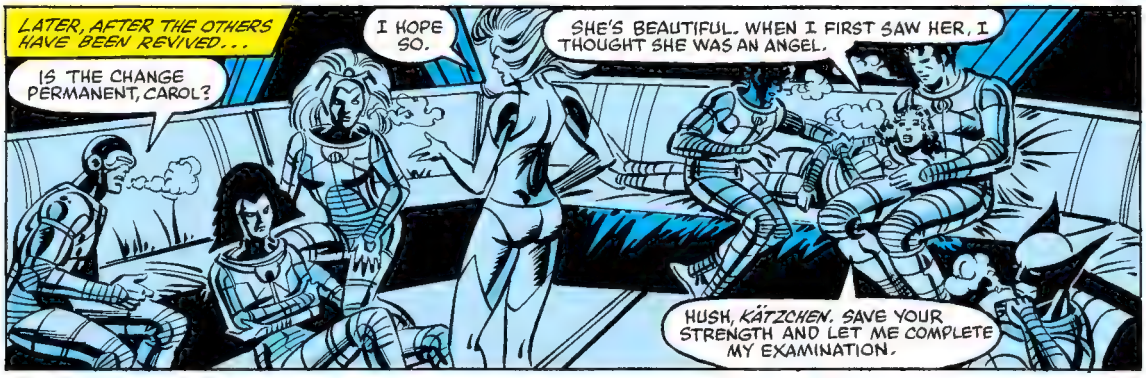

I AM A MUTANT, LIKE YOUR BROTHER PETER. BUT WHERE HE TRANSFORMS HIS BODY INTO ORGANIC STEEL, I READ MINDS. DIFFERENT PEOPLE, DIFFERENT ABILITIES.
DO...DO YOU KNOW WHAT I'M THINKING?
A TELEPATH SHOULD NEVER INDISCRIMINATELY MINDSCAN PEOPLE, ESPECIALLY THOSE IN HIS CARE. YOUR SECRETS ARE SAFE FROM ME, CHILD.
PROFESSOR, AM I A MUTANT?
PERHAPS. I'M NOT SURE.

I CAN DO NEAT THINGS, TOO, JUST LIKE PIOTR!
SUCH AS WHAT?
OH... THINGS.
ILLYANA'S THOUGHTS ARE PROTECTED BY AN EXTRA-ORDINARILY POWERFUL AND SOPHISTICATED PSIONIC SHIELD.


IT COULD BE NATURAL--BUT I DOUBT IT. ACCORDING TO MOIRA, SHE WAS ABDUCTED BY A DEMON-LORD NAMED BELASCO, AND HELD FOR SEVEN YEARS IN HIS MYSTIC DOMAIN--THOUGH ONLY MOMENTS PASSED HERE ON EARTH.*
WHAT SHE EXPERIENCED THERE--FOR GOOD OR ILL--NO ONE KNOWS.
I OUGHT TO INVESTIGATE--FIND A WAY TO PIERCE THAT BARRIER--BUT...I NO LONGER CARE ENOUGH TO MAKE THE ATTEMPT. LET MOIRA DEAL WITH HER. ALL I WANT...
...IS TO BE LEFT ALONE.

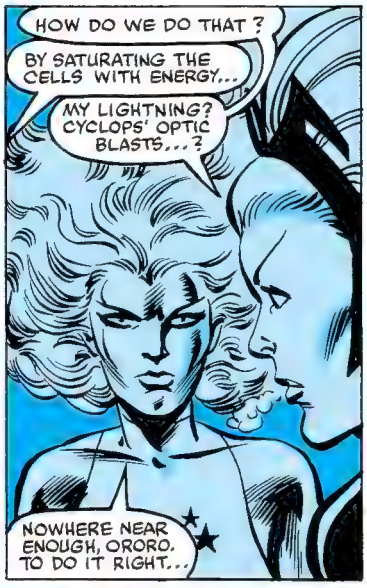
*X-MEN #160--L.

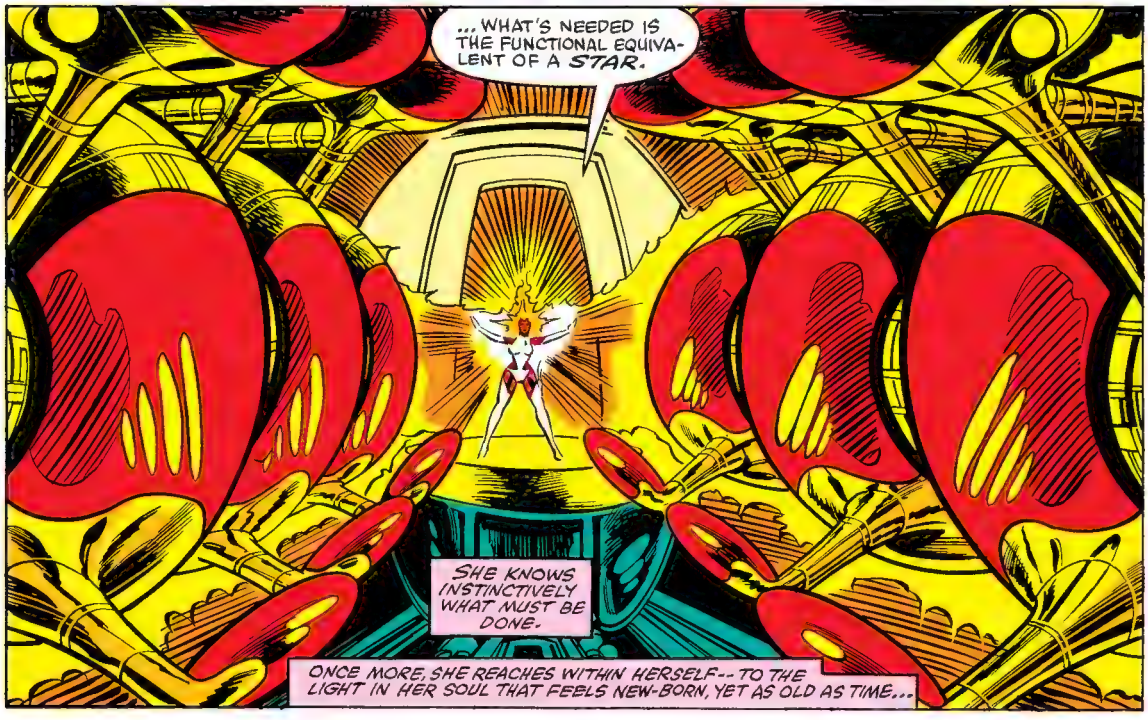

UUUHHHNNNNNNN
I MUST BE ALIVE. I HURT... TOO MUCH TO BE... ANYTHING ELSE.
SO HARD... TO MOVE... FEEL SO TIRED... WEAK...
HELLO! IS ANYONE THERE?! CAN ANYONE HEAR ME?!
KITTY?
CAROL! THANK HEAVEN! IS THAT...
...YOU?!?

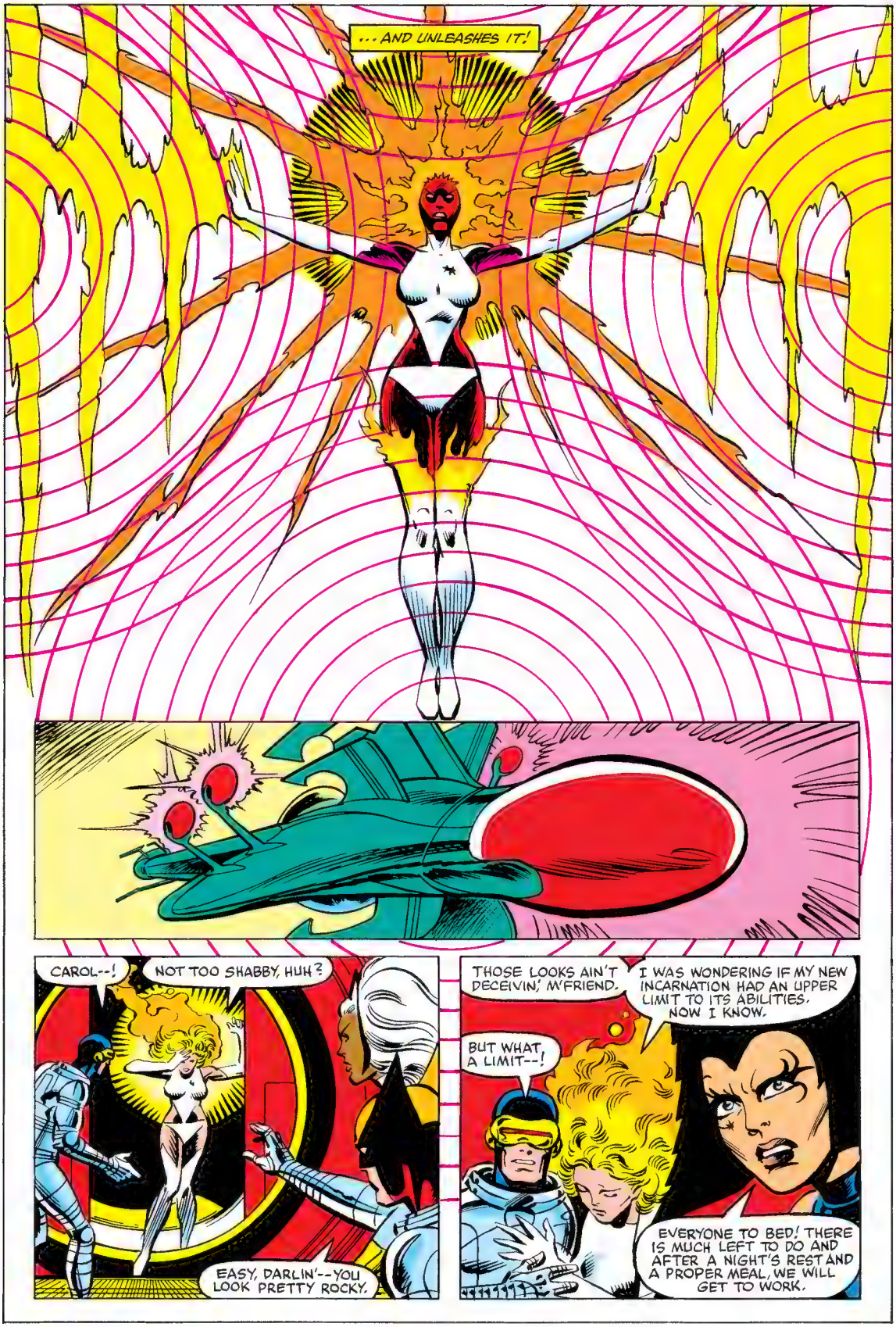

LATER, AFTER THE OTHERS HAVE BEEN REVIVED...
IS THE CHANGE PERMANENT, CAROL?
I HOPE SO.
SHE'S BEAUTIFUL. WHEN I FIRST SAW HER, I THOUGHT SHE WAS AN ANGEL.
HUSH, KÄTZCHEN. SAVE YOUR STRENGTH AND LET ME COMPLETE MY EXAMINATION.

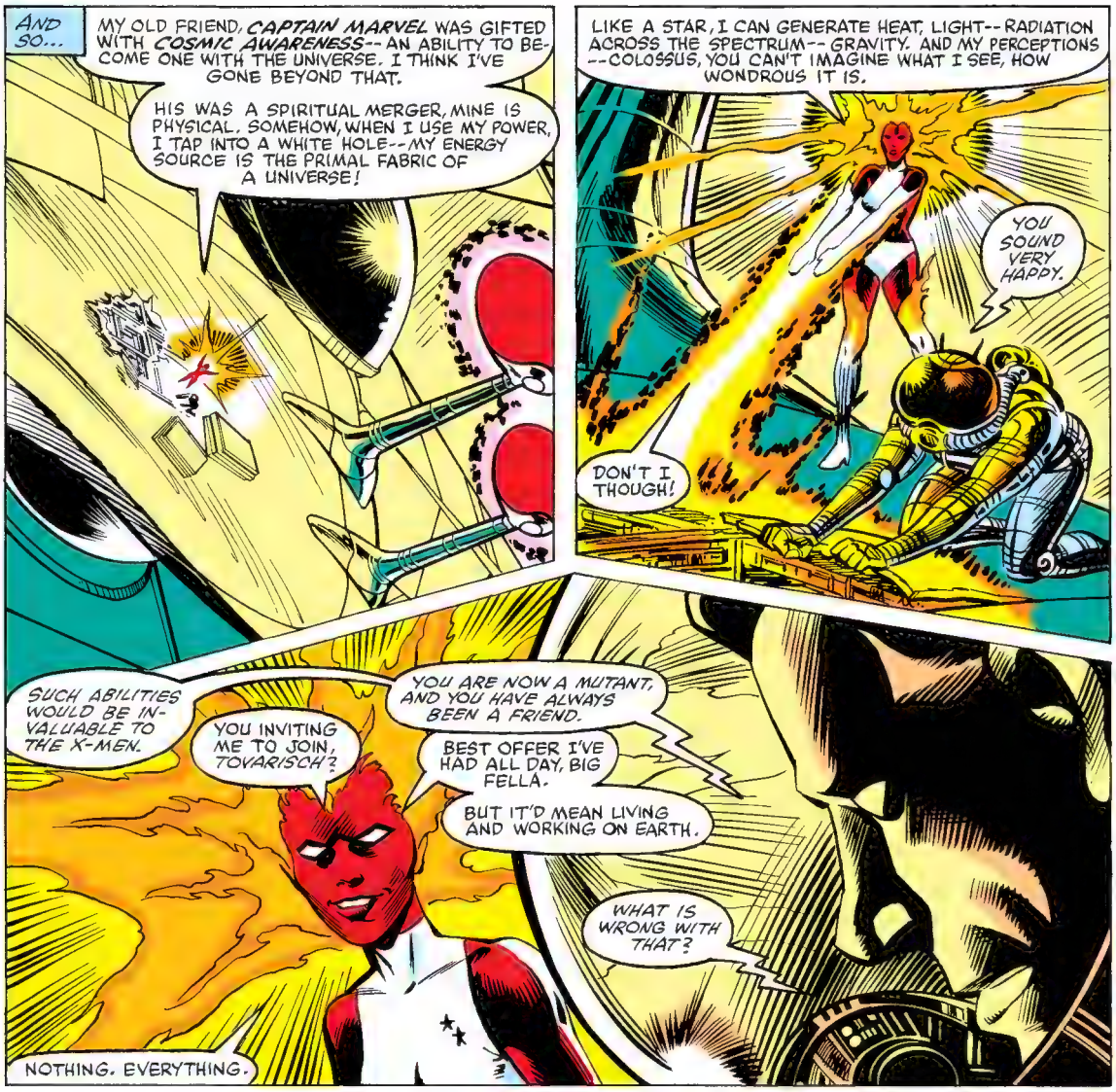
FUNNY, ISN'T IT--NOT LONG AGO, I WAS TAKING CARE OF YOU.
UH-HUH.
KURT... FUZZY-ELF... I FEEL SO COLD.
WE ALL DO.
BUT WHY AREN'T WE MOVING?

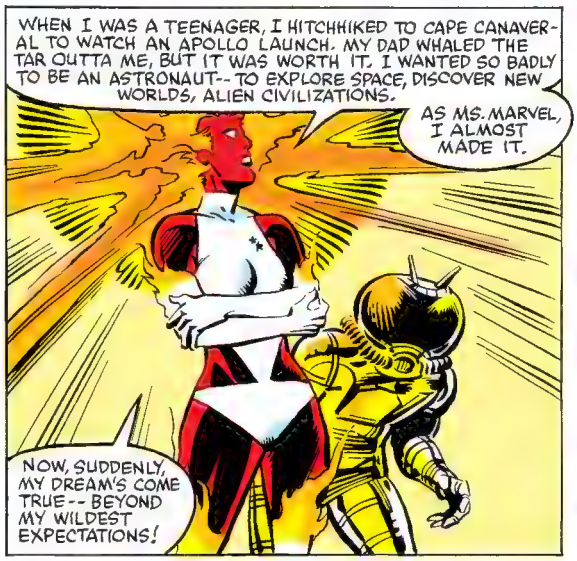
YOUR REPAIR SAVED US--BUT IT WAS ONLY A STOP-GAP. THE WARP-DRIVE IS NOW TOTALLY INERT. WITH IT, WE'VE LOST MAIN AND AUXILIARY POWER--THAT MEANS NO LIFE SUPPORT.
UNLESS WE REGENERATE THE MATTER-ANTI-MATTER CORES, WE'LL FREEZE, OR SUFFOCATE, SOON.

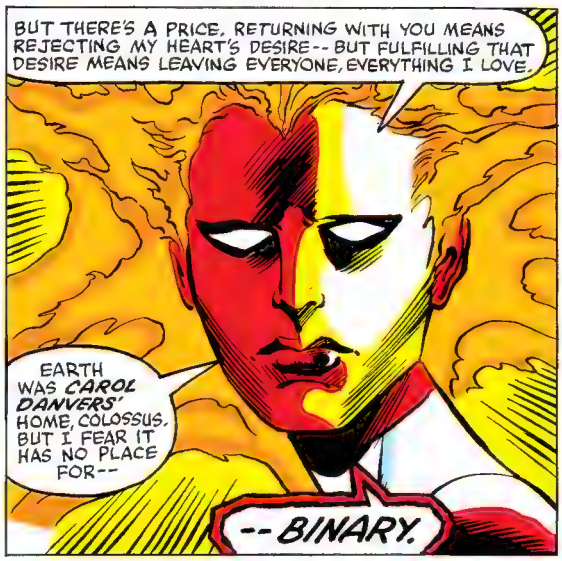

HOW DO WE DO THAT?
BY SATURATING THE CELLS WITH ENERGY...
MY LIGHTNING? CYCLOPS' OPTIC BLASTS...?
NOWHERE NEAR ENOUGH, ORORO. TO DO IT RIGHT...

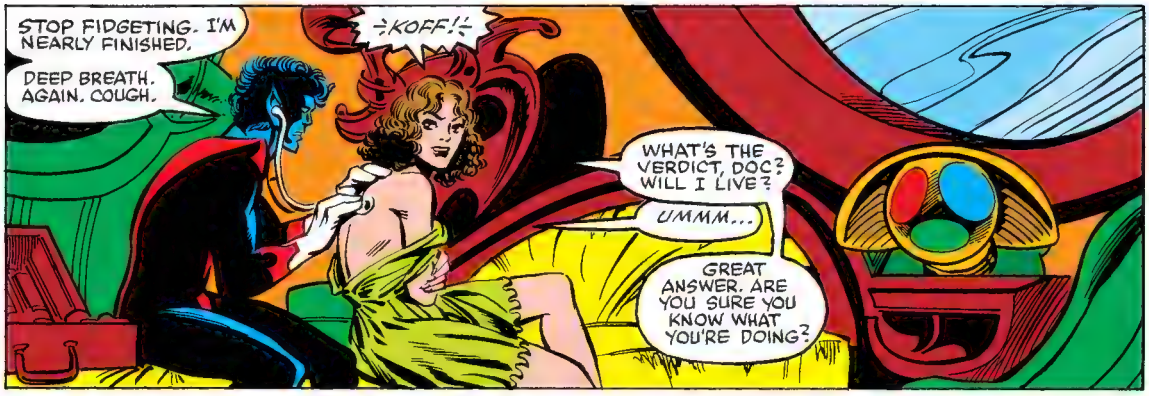

...WHAT'S NEEDED IS THE FUNCTIONAL EQUIVALENT OF A STAR.
SHE KNOWS INSTINCTIVELY WHAT MUST BE DONE.
ONCE MORE, SHE REACHES WITHIN HERSELF--TO THE LIGHT IN HER SOUL THAT FEELS NEW-BORN, YET AS OLD AS TIME...


...AND UNLEASHES IT!
CAROL--!
NOT TOO SHABBY, HUH?
EASY, DARLIN'--YOU LOOK PRETTY ROCKY.
THOSE LOOKS AIN'T DECEIVIN', M'FRIEND.
I WAS WONDERING IF MY NEW INCARNATION HAD AN UPPER LIMIT TO ITS ABILITIES. NOW I KNOW.
BUT WHAT A LIMIT--!
EVERYONE TO BED! THERE IS MUCH LEFT TO DO AND AFTER A NIGHT'S REST AND A PROPER MEAL, WE WILL GET TO WORK.

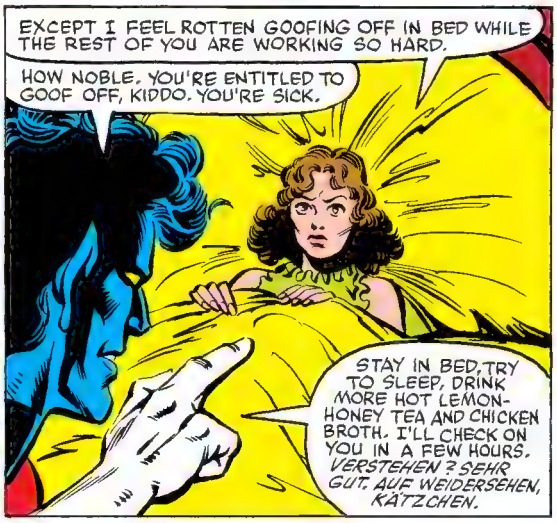

AND SO...
MY OLD FRIEND, CAPTAIN MARVEL WAS GIFTED WITH COSMIC AWARENESS-- AN ABILITY TO BECOME ONE WITH THE UNIVERSE. I THINK I'VE GONE BEYOND THAT.
HIS WAS A SPIRITUAL MERGER, MINE IS PHYSICAL. SOMEHOW, WHEN I USE MY POWER, I TAP INTO A WHITE HOLE--MY ENERGY SOURCE IS THE PRIMAL FABRIC OF A UNIVERSE!
LIKE A STAR, I CAN GENERATE HEAT, LIGHT--RADIATION ACROSS THE SPECTRUM--GRAVITY. AND MY PERCEPTIONS --COLOSSUS, YOU CAN'T IMAGINE WHAT I SEE, HOW WONDROUS IT IS.
YOU SOUND VERY HAPPY.
DON'T I THOUGH!
SUCH ABILITIES WOULD BE INVALUABLE TO THE X-MEN.
YOU ARE NOW A MUTANT, AND YOU HAVE ALWAYS BEEN A FRIEND.
YOU INVITING ME TO JOIN, TOVARISCH?
BEST OFFER I'VE HAD ALL DAY, BIG FELLA.
BUT IT'D MEAN LIVING AND WORKING ON EARTH.
WHAT IS WRONG WITH THAT?
NOTHING. EVERYTHING.

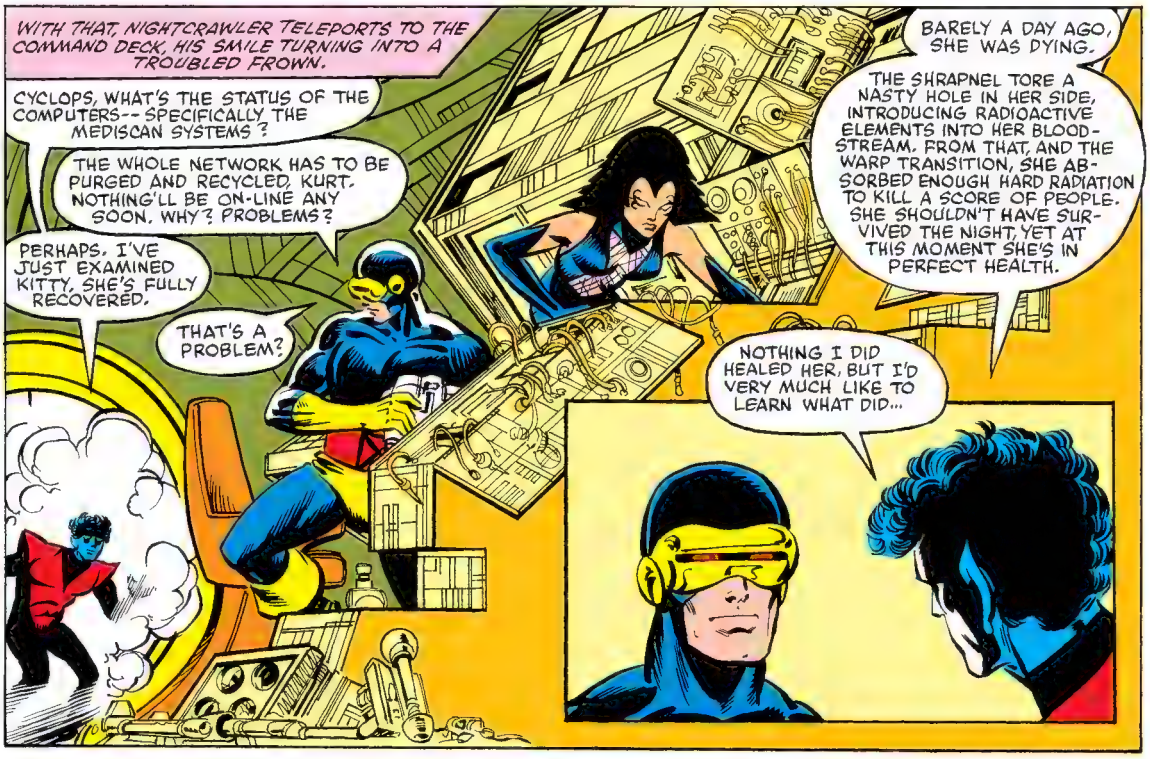

WHEN I WAS A TEENAGER, I HITCHHIKED TO CAPE CANAVERAL TO WATCH AN APOLLO LAUNCH. MY DAD WHALED THE TAR OUTTA ME, BUT IT WAS WORTH IT. I WANTED SO BADLY TO BE AN ASTRONAUT--TO EXPLORE SPACE, DISCOVER NEW WORLDS, ALIEN CIVILIZATIONS.
AS MS. MARVEL, I ALMOST MADE IT.
NOW, SUDDENLY, MY DREAM'S COME TRUE--BEYOND MY WILDEST EXPECTATIONS!

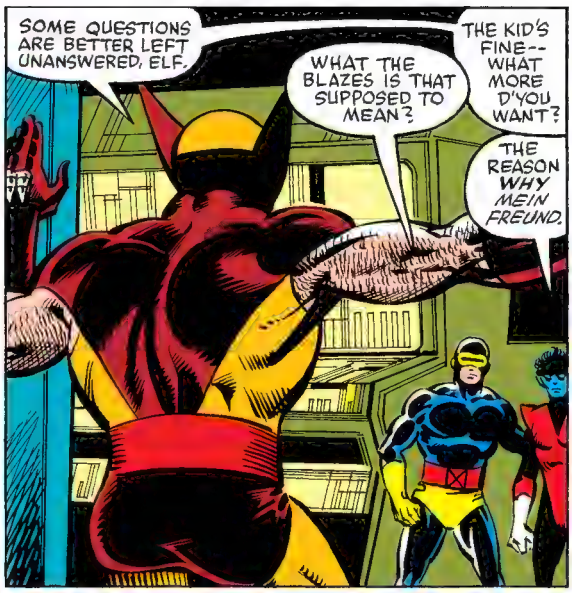

BUT THERE'S A PRICE. RETURNING WITH YOU MEANS REJECTING MY HEART'S DESIRE--BUT FULFILLING THAT DESIRE MEANS LEAVING EVERYONE, EVERYTHING I LOVE.
EARTH WAS CAROL DANVERS' HOME, COLOSSUS. BUT I FEAR IT HAS NO PLACE FOR--
--BINARY.


STOP FIDGETING. I'M NEARLY FINISHED.
DEEP BREATH. AGAIN. COUGH.
-KOFF!-
WHAT'S THE VERDICT, DOC? WILL I LIVE?
UMMM...
GREAT ANSWER. ARE YOU SURE YOU KNOW WHAT YOU'RE DOING?

LET'S HOPE SO, FOR YOUR SAKE.
YOU'RE BETTER, BUT NOT YET BEST.
I FEEL FINE, KURT.


EXCEPT I FEEL ROTTEN GOOFING OFF IN BED WHILE THE REST OF YOU ARE WORKING SO HARD.
HOW NOBLE. YOU'RE ENTITLED TO GOOF OFF, KIDDO. YOU'RE SICK.
STAY IN BED, TRY TO SLEEP, DRINK MORE HOT LEMON-HONEY TEA AND CHICKEN BROTH. I'LL CHECK ON YOU IN A FEW HOURS. VERSTEHEN? SEHR GUT. AUF WEIDERSEHEN, KÄTZCHEN.


WITH THAT, NIGHTCRAWLER TELEPORTS TO THE COMMAND DECK, HIS SMILE TURNING INTO A TROUBLED FROWN.
CYCLOPS, WHAT'S THE STATUS OF THE COMPUTERS-- SPECIFICALLY THE MEDISCAN SYSTEMS?
THE WHOLE NETWORK HAS TO BE PURGED AND RECYCLED, KURT. NOTHING'LL BE ON-LINE ANY SOON. WHY? PROBLEMS?
PERHAPS. I'VE JUST EXAMINED KITTY. SHE'S FULLY RECOVERED.
THAT'S A PROBLEM?
BARELY A DAY AGO, SHE WAS DYING.
THE SHRAPNEL TORE A NASTY HOLE IN HER SIDE, INTRODUCING RADIOACTIVE ELEMENTS INTO HER BLOOD-STREAM. FROM THAT, AND THE WARP TRANSITION, SHE ABSORBED ENOUGH HARD RADIATION TO KILL A SCORE OF PEOPLE. SHE SHOULDN'T HAVE SURVIVED THE NIGHT, YET AT THIS MOMENT SHE'S IN PERFECT HEALTH.
NOTHING I DID HEALED HER, BUT I'D VERY MUCH LIKE TO LEARN WHAT DID...

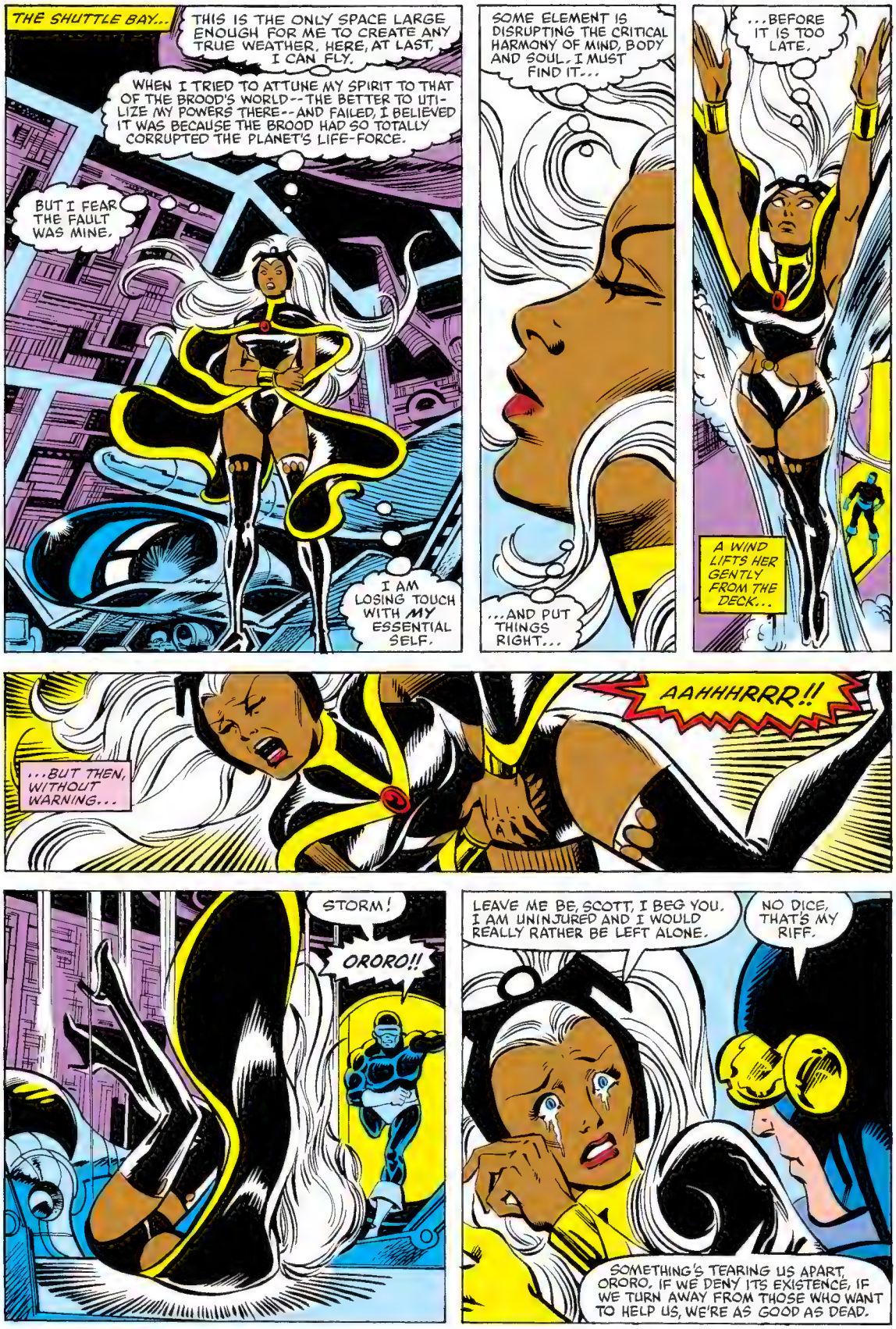

SOME QUESTIONS ARE BETTER LEFT UNANSWERED, ELF.
WHAT THE BLAZES IS THAT SUPPOSED TO MEAN?
THE KID'S FINE-- WHAT MORE D'YOU WANT?
THE REASON WHY MEIN FREUND.

YOU'VE BEEN LURKING ABOUT LIKE A BLASTED SPECTRE EVER SINCE WE ESCAPED FROM THE BROOD. MAYBE IT'S TIME YOU EXPLAINED YOURSELF.
WHY DIDN'T YOU HELP ME NAIL THEIR QUEEN WHEN WE HAD THE CHANCE, CYKE?! THAT WOULD HAVE DONE SOME REAL DAMAGE-- POSSIBLY CRIPPLED THEIR ENTIRE RACE!
I TOLD YOU, WOLVERINE: X-MEN DON'T KILL.

SNIKT
WANNA BET?

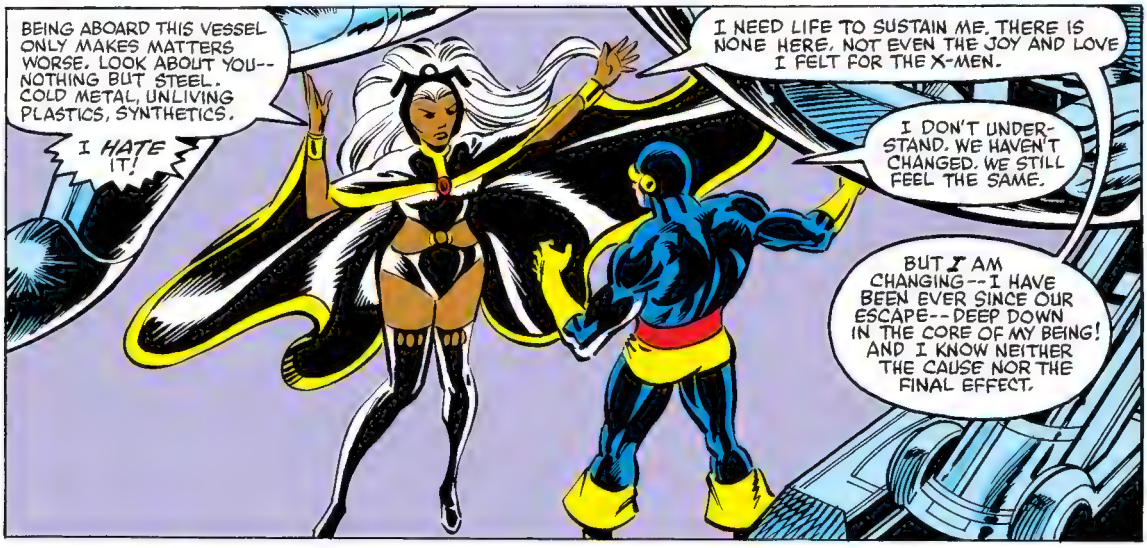
SORRY. I... DIDN'T MEAN T' DO THAT. I GUESS ALL THAT'S HAPPENED HAS DRIVEN ME KIND'A BUGGY.
YOU'RE RIGHT. WHAT'S THERE TO GET UPSET ABOUT? WE ESCAPED, WITH OUR SKINS INTACT. EV'RYTHIN'S HUNKY-FLAMIN'-DORY.

MEIN GOTT.
WE ARE, FRIENDS, HE AND I, SCOTT. PERHAPS HE WILL TALK TO ME.
STAY WITH LILANDRA, KURT. GIVE HER A HAND.
THERE'S A PATTERN FORMING-- KITTY'S ONE PIECE, LOGAN'S ANOTHER-- AND I MEAN TO FIND OUT WHAT IT IS.


THE SHUTTLE BAY...
THIS IS THE ONLY SPACE LARGE ENOUGH FOR ME TO CREATE ANY TRUE WEATHER. HERE, AT LAST, I CAN FLY.
WHEN I TRIED TO ATTUNE MY SPIRIT TO THAT OF THE BROOD'S WORLD--THE BETTER TO UTILIZE MY POWERS THERE--AND FAILED, I BELIEVED IT WAS BECAUSE THE BROOD HAD SO TOTALLY CORRUPTED THE PLANET'S LIFE-FORCE.
BUT I FEAR THE FAULT WAS MINE.
I AM LOSING TOUCH WITH MY ESSENTIAL SELF.
SOME ELEMENT IS DISRUPTING THE CRITICAL HARMONY OF MIND, BODY AND SOUL. I MUST FIND IT...
...AND PUT THINGS RIGHT...
...BEFORE IT IS TOO LATE.
A WIND LIFTS HER GENTLY FROM THE DECK...
...BUT THEN, WITHOUT WARNING...
AAHHHRRR!!
STORM!
ORORO!!
LEAVE ME BE, SCOTT, I BEG YOU. I AM UNINJURED AND I WOULD REALLY RATHER BE LEFT ALONE.
NO DICE, THAT'S MY RIFF.
SOMETHING'S TEARING US APART, ORORO. IF WE DENY ITS EXISTENCE, IF WE TURN AWAY FROM THOSE WHO WANT TO HELP US, WE'RE AS GOOD AS DEAD.

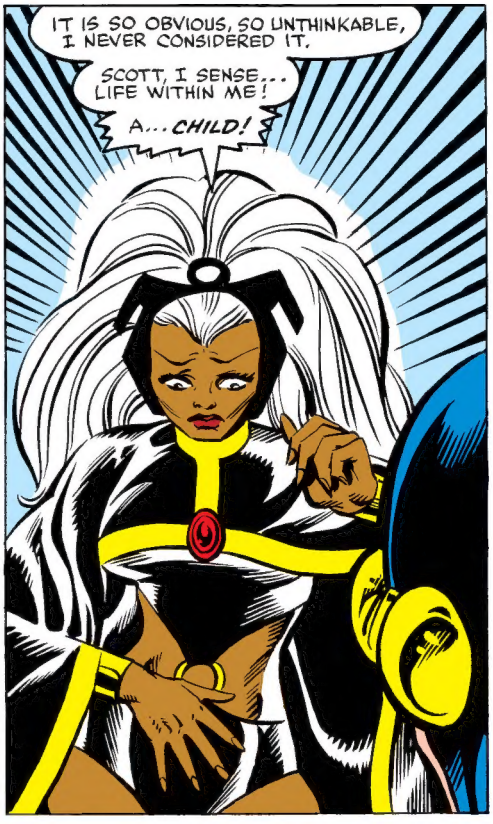
I FEAR I AM BEYOND YOUR HELP. I AM CONSECRATED TO LIFE, MY MUTANT POWERS--AND MORE IMPORTANTLY, MY VERY SOUL--ARE BOUND TO THE PRIMAL FORCE OF A LIVING WORLD, OUR EARTH.
REMOVED FROM THAT ENVIRONMENT, MY ABILITIES--IN AND OF THEMSELVES--REMAIN UNIMPAIRED. I AM AS STRONG, IN PURELY PHYSICAL TERMS, AS I EVER WAS.

BUT MY SOUL IS STRICKEN. MY SPIRIT IS WASTING AWAY, AND THE LONGER I AM SEPARATED FROM MY HOME, THE MORE I WILL LOSE.
HOW WILL I EVER REGAIN THOSE MISSING, RAVAGED PIECES OF MYSELF, SCOTT? AND WHEN THERE'S NOTHING LEFT, WHAT WILL BECOME OF ME?! CAN A BODY LIVE WITHOUT ITS SOUL?!


BEING ABOARD THIS VESSEL ONLY MAKES MATTERS WORSE. LOOK ABOUT YOU--NOTHING BUT STEEL. COLD METAL, UNLIVING PLASTICS, SYNTHETICS.
I HATE IT!
I NEED LIFE TO SUSTAIN ME. THERE IS NONE HERE, NOT EVEN THE JOY AND LOVE I FELT FOR THE X-MEN.
I DON'T UNDERSTAND. WE HAVEN'T CHANGED. WE STILL FEEL THE SAME.
BUT I AM CHANGING--I HAVE BEEN EVER SINCE OUR ESCAPE--DEEP DOWN IN THE CORE OF MY BEING! AND I KNOW NEITHER THE CAUSE NOR THE FINAL EFFECT.

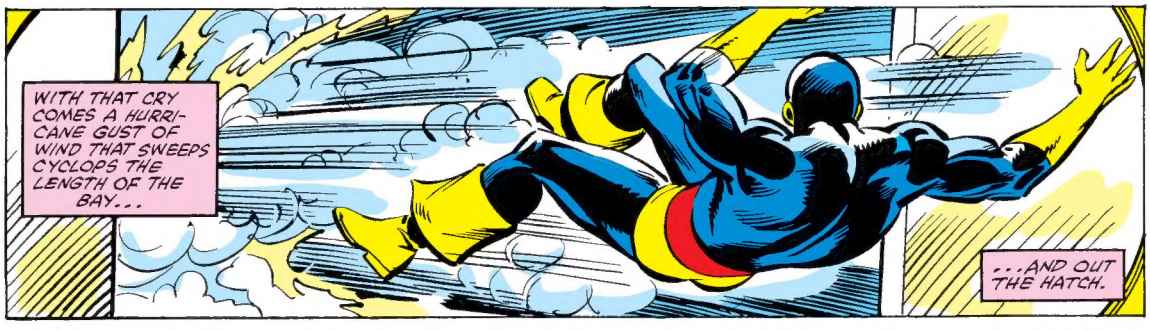
OHHH--!?!
THAT DOES IT, I'M CALLING NIGHTCRAWLER. YOU'RE SICK, ORORO, YOU SHOULD BE IN BED.

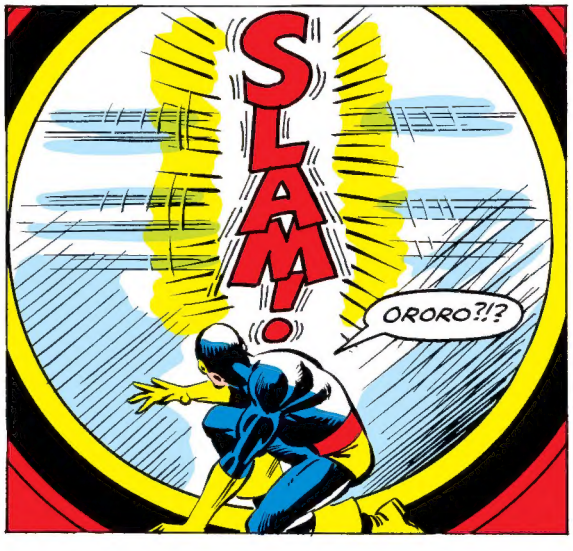
IS THIS NOT IRONIC? KITTY MIRACULOUSLY RECOVERS FROM SEEMINGLY MORTAL WOUNDS WHILE I--WHO'VE NEVER BEEN ILL A DAY IN MY LIFE--FALL PREY TO SOME MYSTERIOUS MALADY.
IT IS AS IF I HAVE BECOME A STRANGER TO MYSELF, INHABITING A BODY NO LONGER...
...MY OWN--BRIGHT LADY, COULD THAT BE THE ANSWER?!

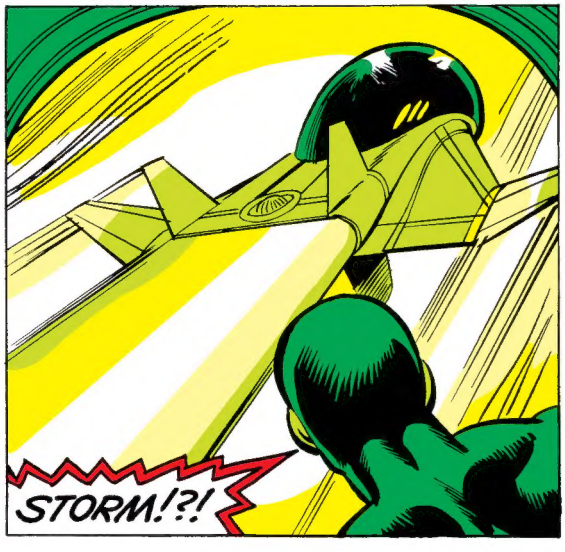

IT IS SO OBVIOUS, SO UNTHINKABLE, I NEVER CONSIDERED IT.
SCOTT, I SENSE... LIFE WITHIN ME!
A... CHILD!

BUT HOW CAN THIS BE?!
I MUST PROBE DEEPER-- WHERE DO YOU COME FROM, MY LITTLE ONE? WHO--?
NO.
OH, NO!

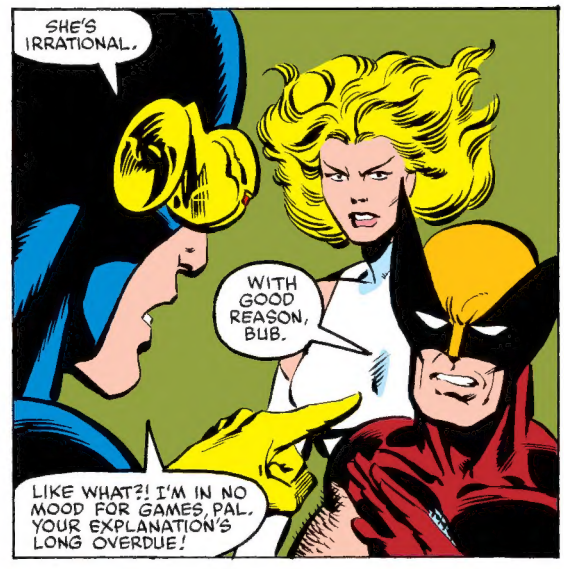
GODDESS!


WITH THAT CRY COMES A HURRICANE GUST OF WIND THAT SWEEPS CYCLOPS THE LENGTH OF THE BAY...
...AND OUT THE HATCH.


SLAM!
ORORO?!?


STORM!?!

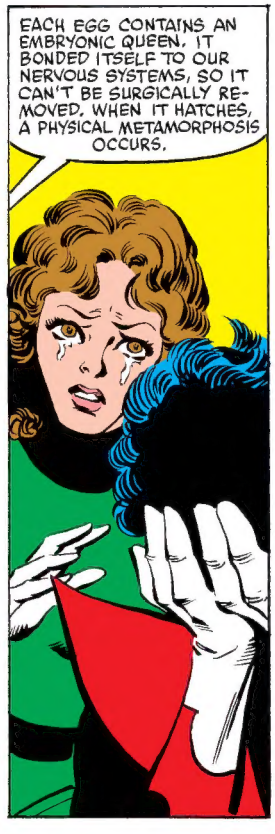
SHE WENT BERSERK, TOOK A SCOUTSHIP, BLASTED OFF. BUT WHY LEAVE HER COSTUME BEHIND?
CAROL, BRING HER BACK. WE HAVE NO OPERATIONAL SENSORS. ONCE SHE'S OUT OF SIGHT IN THIS CLOUD, WE'LL NEVER FIND HER.
YOU EVER FIGURE THAT MIGHT BE WHAT SHE WANTS.


SHE'S IRRATIONAL.
WITH GOOD REASON, BUB.
LIKE WHAT?! I'M IN NO MOOD FOR GAMES, PAL. YOUR EXPLANATION'S LONG OVERDUE!

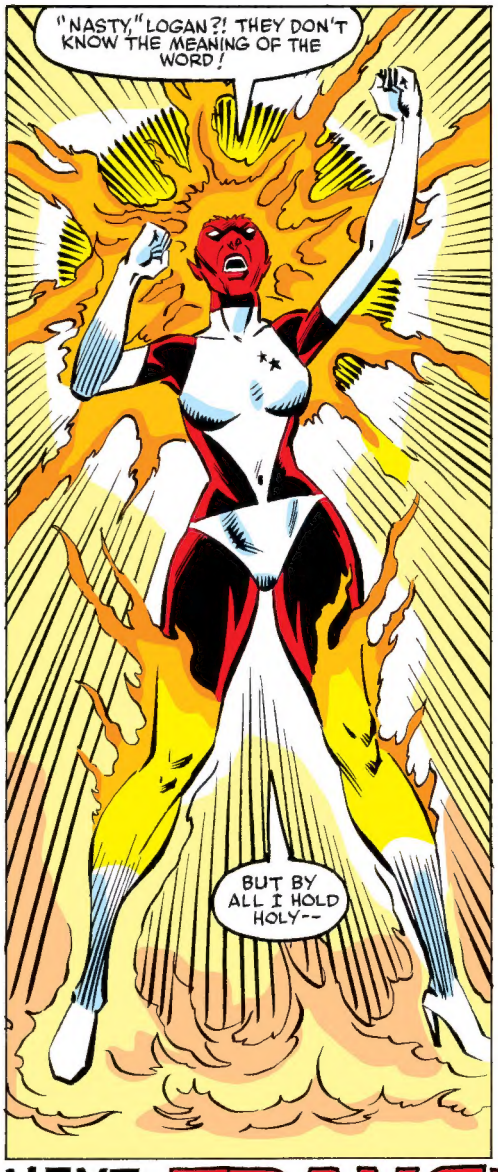
YEAH, I GUESS IT IS.
I SHOULD'A TOLD YOU ON SLEAZEWORLD, OR AFTER WE CUT LOOSE INTO SPACE.
I TRIED A FEW TIMES--BUT I COULDN'T. IT HURT TOO MUCH.

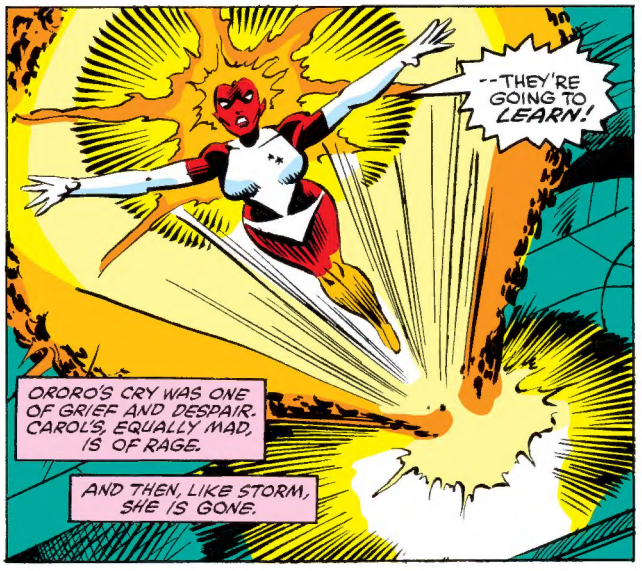
I THOUGHT O' KILLIN' YOU--COULDN'T DO THAT, EITHER. I FIGURED THERE WAS HOPE, THERE'S ALWAYS HOPE, WE'D SOMEHOW GET LUCKY, RUN INTO A MIRACLE.
WHO KNOWS, I COULD BE RIGHT.
BUT I WOULDN'T COUNT ON IT.

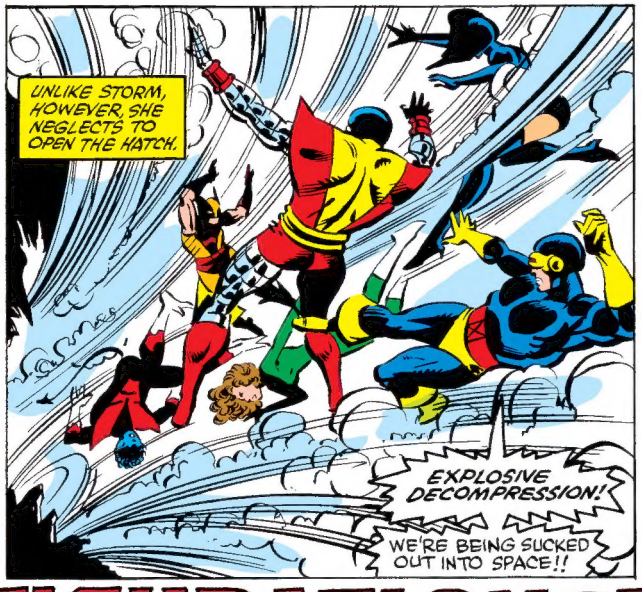
WHEN THE SLEAZOIDS CAPTURED US, WE WERE TAKEN BEFORE THEIR QUEEN--THEY CALL HER THE "GREAT MOTHER"--AN' SHE IMPLANTED AN EGG IN EACH OF US.


EACH EGG CONTAINS AN EMBRYONIC QUEEN. IT BONDED ITSELF TO OUR NERVOUS SYSTEMS, SO IT CAN'T BE SURGICALLY REMOVED. WHEN IT HATCHES, A PHYSICAL METAMORPHOSIS OCCURS.

THE HOST-BODY IS RESHAPED INTO THE BIRTH-FORM OF THE YOUNG SLEAZOID. IN THE PROCESS, IT ABSORBS THE GENETIC POTENTIAL AND ABILITIES OF THE HOST, TO PASS ON TO ITS PROGENY.







NEXT ISSUE: **TRANSFIGURATIONS!**

MINUTEMEN

Sy13nt
Bob